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Informational Report

Board Responsibilities and Governance Roles

By Ajax Rangel & Paulina Doran

How to structure your board, communicate to stakeholders, avoid misconduct, adapt policies, and promote membership diversity.

Building a powerful board to enhance governance of your NGO is simpler than you may think!

“A board is a group of individuals with strategic oversight and fiduciary responsibility over an organization.”



Almost everyone in the nonprofit world is aware of the existence of a board, also known as a board of directors. That's because boards are ever more present in the world of NGOs [Non-Governmental Organizations, also known as Nonprofits]. However, few people, including sitting board members themselves, know what a board of directors is supposed to do. At its most elemental level, a board is a group of individuals with strategic oversight and fiduciary responsibility over an organization. However, that leaves plenty of questions unanswered. Doesn't it?



What exactly is a board of directors for an NGO?

When making governance decisions, a nonprofit relies on its board of directors (BOD) to direct organizational operations. The BOD deliberates the functions of a nonprofit and votes at meetings to make major decisions ⁽¹⁾.

Board members have tenures that stretch from two to five years and members are selected if they reflect the general values and purposes of the nonprofit. Thus, they must have professional experiences related to the cause of the NGO or ideas to propel a mission forward.

In relation to other NGO staffers, members of the BOD are not employees. They do not carry out major field operations or service clients. Instead, the BOD proposes and designs a nonprofit strategic plan. They outline mission-related objectives for attainment. They are organizers and supervisors who provide instructions to staff, the actual doers. And the BOD observes goal progression and completion of assignments given to the executive director and staff.

Roles and responsibilities of the board.

The responsibilities of the BOD extend beyond development of strategy. In general terms, members are mediators who bring together paid employees with donors, stakeholders, and clients to help foster their growth. The BOD develops and decides the purpose of the organization. They also communicate goals and course of action clearly to stakeholders and the public ⁽²⁾. Therefore, they must understand the organization's values and investments, so they can execute its plans and precisely revise them ⁽³⁾.

In addition, the BOD also coordinates more defined strategic planning issues. They decide who will implement tasks, how to increase volunteer participation, what solutions are most valuable, and which assets will benefit the organization. When constructing a guide for the present and future, they review all conclusions reached and amend them accordingly with board consensus. Most plans establish operations for a limited time (less than three years), so that strategy remains current but structured for the future.



“The BOD may make short-range decisions or construct a longstanding approach to guide future actions, but they must ensure constituents can implement the plan.”

Some possible topics of discussion include: staff requirements, board structures, recruitment strategies, funding initiatives, succession tactics, and more. The BOD may make short-range decisions or construct a longstanding approach to guide future actions, but they must ensure constituents can implement the plan. Staff must be able to accomplish projected goals, and their tasks must be connected to the NGO's mission ⁽⁴⁾.

Members of the board also recruit the executive director by evaluating the major competencies they seek for the role. In addition to initially selecting the executive director (ED) who will manage employees and day-to-day functions, they must also provide the ED with assistance and encouragement to complete assignments.



To ensure proper guidance, board members should assess the director's performance and provide critiques to help him or her grow. The director and employees can also use annual progress reports to monitor goal progress and remain accountable for their actions.



The BOD should praise the director's successes, so the ED continues to work hard and maintains a positive work-life balance. The board should also offer networking opportunities to the director, connecting the ED to important stakeholders and leaders.

Members of the board should certify that revenue coming in will satisfy future expenses. They also decide how funding should be allocated and safeguarded to prevent misuse or resource exhaustion. Financial management also involves ranking what projects are most significant so that resources are dispersed sensibly ⁽³⁾. The board can construct a budget to carry these ideas forth and maintain financial documents that track adherence to it. External audits by an expert CPA can ensure finances are accurate and properly controlled ⁽⁴⁾.



Within the boardroom, members must train each other in issues of governance ⁽²⁾. They should create a structured onboarding process for new members to help them understand the culture and formal rules of the organization, develop accountability standards, and neutrally measure individual board members' functioning.

Finally, the BOD should improve board member recruitment methods and ensure a balanced collection of people from diverse backgrounds. Usually, it is wise to set a limit for how long a board member may serve. Thirty three percent of members should be new recruits, where older members are cycled out each period. This method leaves both new and established members on the board ⁽⁴⁾.

To build group cohesion, the BOD should ask for members' ideas on where it should focus its efforts and set up outside networking events to promote collaboration. Routine discussions ensure that the group prioritizes important issues, that each person feels heard, and that the board moves forward as a unit.

“They must exemplify moral and lawful conduct by following all IRS guidelines and reporting violations.”



In addition, the board is a figurehead for an NGO and represents it to stakeholders. Thus, they must exemplify moral and lawful conduct by following all IRS guidelines and reporting violations. They must also be aware of the major conditions that organizations with tax-exempt status must fulfill ⁽⁴⁾. Members can read Part VI of IRS Form 990, which outlines the rules and scope of a nonprofit board's authority.

They must also promote their nonprofit positively to encourage patronage. In this way, the board highlights unique features of their nonprofit, persuading donors to contribute money to campaigns by using messages that motivate them ⁽³⁾. The BOD may also relay what they hope to accomplish and what sources they are obtaining money from. This task may require using actionable communication strategies such as press releases. Overall, the BOD are the gatekeepers to sources of potential revenue. It is their job to direct fundraising campaigns, which can boost NGO performance.





In constructing a strategic initiative for fundraising, board members will have to consider the reasons why they are requesting funds and develop a document which details evidence that supports that need. The document will describe where funds will be allocated, how programs will benefit the community, and how initiatives will connect to larger goals.

More importantly, a board member should be a role model to others. During his or her tenure, the BOD member should volunteer and donate money (a yearly contribution) to the NGO so that outside parties see these actions and mimic them. When individuals give their own time and money to fundraisers, they become more adept at campaigning for donations.

At the end of the day, members of the BOD are representatives of their organization, and they must make proper decisions and delegate power to their staff to ensure mission-focused efficiency. As follows, they are also liable for poor outcomes when they act in haste or neglect. Thus, they must take their responsibilities seriously and always act with **professional integrity** and **common sense** to ensure the best results, knowing that their reputation is at stake.

Common mistakes and misconduct.

NGOs' BODs sometimes miss the mark when it comes to operating efficiently because they are not clear of their governance duties or do not utilize proper communication techniques with staff. The BOD may not understand its true responsibilities and the rules of the IRS ⁽⁵⁾.

In general, board members must demonstrate moral conduct throughout their term and use sound judgment when making decisions. They must be committed to their organization and accept all responsibility for mistakes that jeopardize their NGO's reputation. It is not possible to just ignore these liabilities as many often think they can.

A survey by BoardSource, a nonprofit that seeks to aid NGOs with their governing techniques, revealed that most BOD members ranked at a B- in understanding the scope of their position and presenting adequate leadership skills ⁽⁶⁾. This score reveals the need for better preparatory procedures in guiding new members. The executive director, staff, and board should also know their divergent functions. Boards often do not delineate role differences or stress strategies that make teamwork accessible.



“Policies must foster a positive link between the executive director and board, promote an inclusive culture, and encourage teamwork.”

Board members may fail to effectively communicate their ideas, maintain a consistent mission, or distrust their colleagues. Overall, policies must foster a positive link between the executive director and board, promote an inclusive culture, and encourage teamwork. All of these elements can boost NGO performance.

Further, the situation gets complicated when board members are unsure how to employ and best implement their power. For example, some do not supervise their subordinates enough, failing to guide them properly or divide assignments accordingly. This lack of guidance puts up a red flag that members are not motivated, are not properly trained, or are not provided the correct resources to do their jobs.





Though the board may set guidelines to structure operations, members need to ensure that these rules are implemented by the right people. A continual audit of documents related to economic health, taxes, and policies may help verify that requests are adhered to.

Further, BODs should check up on executive directors of their organizations, to ensure that EDs are maintaining accountability and to fix any noticeable shortcomings. It is common for boards to just let things slide, not addressing any criticisms. Yet, this ignoring just allows for maladaptive practices to continue. In general, boards may need to increase their involvement.

On the other hand, the BOD may overexert its authority. When a board directly commands employees to complete tasks, their management is not effective. A board's main obligation is to create a plan for others to follow, not to interfere or do the staff's job or undercut the executive's role. Thus, board members should follow their position's requirements closely, not surpassing their assigned capacity, and leave certain matters to the people enlisted to handle them.



Board members may not be aware of the bylaws they must follow, and that can quickly lead to legal trouble. For example, some individuals may have conflict of interests, such as when they work with family members or another organization with an opposing purpose. Some individuals believe by just noting the conflict of interest and getting it approved by other board members that they are able to continue the relationship. However, it is always better to seek out a substitution to prevent a conflict of interest.

In addition, some board members may stray from tax-exempt status laws by abusing their power. This issue occurs when they receive benefits they do not rightfully deserve. Therefore, established members should educate new members on all nonprofit governmental regulations. Senior members should also reiterate the consequences of breaking the law. Bad practices include: giving excessive compensation to staff, lobbying, evading taxes, and conducting unethical business. Most importantly, according to US law, nonprofit board members may receive no salary. By properly onboarding members, these practices can be avoided ⁽⁶⁾.

NGOs should have a cohesive dynamic, but boards often struggle with how to direct their internal relationships. One problem is that members may not keep board discussions private and instead share matters with external parties. This behavior allows classified information to leak and breaks codes of loyalty. Disgruntled members may also voice contradictory opinions. This behavior makes the board look divided. Thus, members must keep their comments in the boardroom and remain cohesive on their public ideologies.

Furthermore, NGOs should select members based on how they will impact the board's composition. Groups should look for individuals with broad ideologies, accountability, and objectivity. NGO boards sometimes fail to exercise



this diligence by choosing to recruit family members or companions. The common notion is that it is difficult to find skilled members outside of this scope. Yet, this claim fails to assess performance problems that arise when recruitment efforts are not expanded ⁽⁶⁾.

Though these choices may simplify discussions and create a cohesive vision, they also lead to less participation and fewer innovative ideas ⁽⁵⁾. According to BoardSource, only 36% of executives believed that their members were suitably prepared for meet-ups, and only 28% reported that everyone was actively involved ⁽⁶⁾. It is better to pick people who are autonomous in their opinions and are likely to participate actively ⁽⁵⁾.



As pivotal leaders for an NGO, board members must send messages to their executive director and staff appropriately so that directions are heeded promptly ⁽⁷⁾. Instead, boards tend to falter by not directing instructions to the right people. Some parties may need information and not receive it. Others may receive unnecessary, impertinent information.

It is always better to ensure an email or voicemail message is customized to the exact audience who will receive it. By providing this courtesy to others in the organization, they will be more likely to pay attention to the information sent to them and appropriately respond.

In other ways, board members may not be direct enough when speaking. Some may say nothing, leaving constituents in the dark. Others may send everyone irrelevant content unrelated to their job tasks. Individuals may transmit inaccessible memos on the wrong platform which does not spread them throughout the organization. Most of these problems are a result of inexperience, but can easily be solved with the correct communication technology such as project management apps for job assignments.



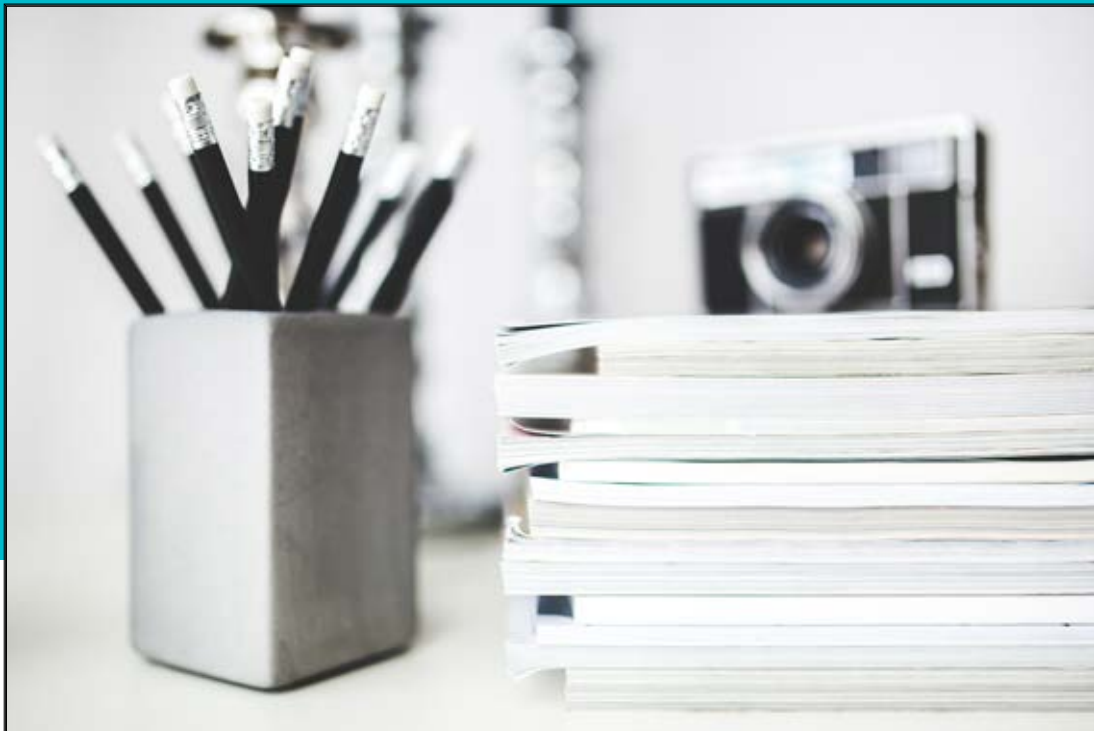
Heads of the organization should communicate goals clearly to subordinates. If the main idea of the message is confusing, staff will most likely not fulfill a request out of uncertainty. In general, the BOD should express concepts in a detailed way that is easy to understand. If needed, they should also offer resources or a guide on how to execute a directive.

Even with their best efforts, board members often do not monitor NGO performance or showcase it to their stakeholders and employees. A truly effective board has to communicate any goals accomplished. This problem typically stems from boards not properly recording their activities or detailing changes made over time to an organization's culture.

Without a clear outline of what has occurred and what will occur, a board will likely appear unorganized and unprofessional. To amend this predicament, the BOD should record all small steps and alterations in a strategic plan and list out their staff's assigned tasks.

A BOD may also have trouble connecting to their staff. Authoritative board members with many professional accomplishments and high-profile connections can seem unfriendly to others outside the boardroom.





Employees may feel that appealing an issue to the board is a misuse of their time that will result in little gains. When individuals feel that their ideas will not be heard or be heavily scrutinized, they are likely to not interact. For better results, a board can support staff communication and give employees time to discuss important issues to resolve them. Creating an accessible space that welcomes all ideas will help improve staff-board relationships.

In addition, board members must understand that they are not always right. While some members fail to question their reasoning for certain decisions or accept a previous, constant way as the most appropriate way, members should evaluate their own partialities and always consider that they might be in the wrong or be overlooking an important idea.



BOD members must also pay close attention to their NGO role and assess whether they are in sync with appropriate organizational customs. Board members may fail to address changes in culture over time or to modernize in the wake of emerging innovations, all of which can weaken their authority and integrity.

Unfortunately, some board members simply fail to participate in strategic planning. When individuals come unprepared for discussions or idly skip out because they believe others will get the work done, the board's ability to maintain power and drive the organization to success is compromised.



“When members prepare for discussion, take responsibility for assigned tasks and feel inspired to share ideas, an NGO can only prosper...”

The value of member involvement through attending meetings and asking prepared questions is phenomenal. These positive actions must be ingrained throughout BOD recruitment and orientation. When members prepare for discussion, take responsibility for assigned tasks and feel inspired to share ideas, an NGO can only prosper in meeting performance goals.



Building a strong board with best practice techniques.

In addressing these challenges, organizational boards must follow best practice techniques. An NGO must choose someone within the board who will make final decisions ⁽⁸⁾. This individual will have the power to delineate what methods need to be utilized for particular outcomes and will put these plans into action. The board leader also directs the process of creating a strategic plan to guide the organization forward to its mission-aligned objectives, and encourages the rest of the board to promote these initiatives ⁽²⁾.

All board members should also be trained and understand their responsibilities. They must know how to perform their duties, how their actions relate to the mission, and how they must connect with the executive director to ensure ideas are executed. Concerning new recruits, a summarized outline of functions prepares them for their role and clears up confusion ⁽⁹⁾. An outline of functions also allows new members to understand historical facts about their NGO, major group values, and ethical conundrums they may face.



“Creating this type of environment ensures that new recruits can easily learn, participate beneficially, and acquire new competencies.”

By implementing these elements in its structure, a board can make thoughtful choices swiftly. A board chairman or chairwoman utilizes his or her leadership skills to capitalize the skills of others on the board ⁽⁸⁾. Creating this type of environment ensures that new recruits can easily learn, participate beneficially, and acquire new competencies ⁽⁹⁾.

Similarly, it is also important that the executive director's role be differentiated and that all board members expect the same performance goals ⁽⁸⁾. The board must give an executive director authority and clearly express to him or her its expectations, not meticulous instructions.





The BOD must understand that the executive director is a free agent. Thus, they must give him or her the authority to oversee operations without constantly having to notify the board. In this process, an NGO becomes more responsive when addressing rapid changes, since it knows who has the power. Board, ED or staff responsibilities (including campaign funding, marketing, strategic planning, etc.) must be written clearly and distributed accordingly.

Moreover, workshops that allow board members and executive directors to work closely together may help them to understand each other's roles. In non-threatening forums, they can speak openly to one another and compare their approaches ⁽¹⁰⁾. Some individuals on the BOD may lack true insight of the difficulties that an NGO faces day-to-day. They may also be too unresponsive to the organization's needs.



“ Learning workshops can assist members by providing information for problems or topics areas they are struggling with.”

Learning workshops can assist members by providing information for problems or topics areas they are struggling with ⁽¹⁰⁾. They can help a board see their limitations, recognize new staffing approaches, handle their money, plan fundraising events, and develop evaluation measures. Workshops also provide networking opportunities, so leaders at other organizations can assist a BOD in accomplishing its goals.

Another technique for strengthening BOD management is to make sure that all members have conducted an honest evaluation of themselves that can be shared with the group. Similar actions should gauge individual members' contentment with overall board operations and can suggest how the board can help boost NGO performance.

In general, through this reflection time, members can better assess what significant involvement tangibly looks like, how much time they should spend preparing for discussion, how to deal with conflict properly, and how to come to systematic conclusions using defined means.

NGOs can develop committees for: board supervision, expansion, recruitment, training, participation, growth opportunities, performance outcomes, and governance transitions ⁽²⁾.

In addition, a board should remain flexible with the capacity to transform. Nonprofits are continually in flux. Thus, the BOD must be receptive to change, so that its NGO can remain sustainable and expand. All organizations, no matter their mission, face equivalent obstacles. This truth is important to understand, so that a board can assess its growth in comparison to other groups, know when it is time to shift developmental stages, and feel less isolated in the issues they are addressing by knowing that others are in a similar place.

Diversifying nonprofit leaders.

Boards can also improve by diversifying the constituency of their board and incorporating members with different experiences ⁽¹¹⁾. Organizations like BoardSource have suggested that 82% of members on nonprofit boards are white and about 57% are male ⁽¹²⁾.

Organizations tend to make excuses on this front. They claim that individuals with needed expertise and diverse upbringings are working somewhere else with limited time to give. Board members also often recruit people they know, such as friends or relatives, or pull applicants from corporate environments where most constituents are white and male.

However by doing this, boards miss out on the benefits of diversity. Discussions may lack assorted ideas from different types of people ⁽¹¹⁾. In addition, the board tends to not reflect the communities they serve, which can be off-putting to minorities who seek groups that support their best interests. With the U.S. population majority expected to be of Hispanic, Asian or African-American descent by 2039, white boards will soon be the exception rather than the norm ⁽¹²⁾.



“By fostering equality and supporting minority rights, organizations are typically more equipped to serve diverse populations and benefit local communities.”

Furthermore, research has revealed that recruiting diverse people improves a BOD's management skills. Procedures are more likely to reflect minority groups' interests; the more boards have people of different ages, genders and races, the more likely their processes will automatically reflect these diversities.

In general, organizations benefit from a wider scope of expertise when they bring on individuals from different backgrounds, whether based on demographics or professional skill sets. By fostering equality and supporting minority rights, organizations are typically more equipped to serve diverse populations and benefit local communities.





However, nonprofits can combat a homogenous BOD. Chicago United recommends looking for board members in new places. NGOs can locate diverse recruits in other boards that promote the development of young professionals whose populations are obviously younger. Female members can also be recruited from young professionals' groups more frequently. By pulling from these sources, an NGO can ensure its board benefits from innovation and diversity. Furthermore, platforms such as BoardLink have minority recruitment pools. Technology can thus help find diverse members more quickly, surpassing any obstacles.

In addition, simply developing inclusive board procedures makes it easier to engage and hire minorities ⁽¹²⁾. Boards should emphasize that they want new board members with unique backgrounds. Adopting diversity policies creates a fair, safe board environment with the highest morals and ethics. This effort fosters the idea that all people in the unit can work together and bypass differences.



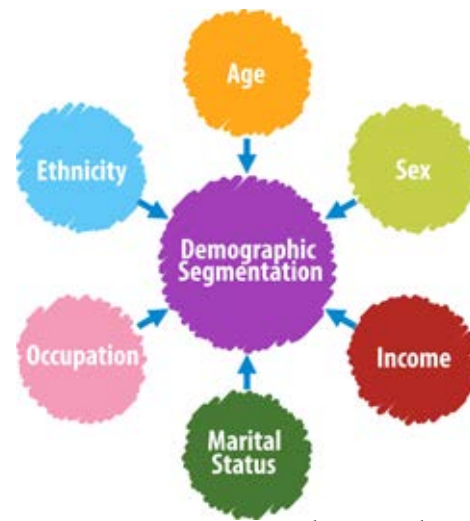
“ Minorities want to know that they are going to be valued by the board’s culture, allowed to participate, provided tools to succeed, and given long-term job security.”

In many ways, minorities want to know that they are going to be valued by the board’s culture, allowed to participate, provided tools to succeed, and given long-term job security. Minority members should have specific functions within the organization, where they accomplish tasks and assist with strategic planning.

By adapting policies of inclusion, general performance of the board will be boosted. Diversifying the board also ensures that on-going policies represent the ever-changing needs of different races, ages, and genders.



NGOs must coordinate diversity with an organized action plan committed to implementing change ⁽¹³⁾. About 60% of associations fail to keep a record of their diversity procedures. A nonprofit that promotes diversity must strategize how it will be accomplished. The issue will not resolve over time or by sheer happenstance.



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First, an NGO must analyze its current take on diversity, which will shape how staff perceive the implemented changes. Are policies realistic to maintain? Will employees accept them? Will employees react positively or negatively toward them? This analysis evaluates how diverse the board has been past, what prior diversity plans were enacted, how much funding was allocated to the initiative, and what clients are being served.

Then, an NGO can construct an action plan to execute policies. A solid plan asks what will be assessed, who will manage the plan, when will progress be documented, and what techniques will be utilized. Plans may focus on recruiting more diverse applicants to ensure minority participation, or identifying motivating factors to encourage involvement. Members must passionately see the plan through and accept new ideologies for successful implementation.



Finally, the BOD must apply the diversity strategy to board operations and make changes when problems arise, after learning the effectiveness of policies. Leaders can evaluate dynamics that led to poor results. For example, poor results may be due to problems recruiting people if they are skeptical of the group and prone to mistreatment. Board members may have to overcompensate (e.g., be friendlier). An NGO may also need to assess whether board members really believe in diversity, since implementation only succeeds if all individuals understand the rationale behind the plan.

Once set into motion, board members and other leaders can go back to the plan to appraise its success, judge its mistakes, and monitor any tangible results. They can also identify what still needs to be completed. Typically, this process involves evaluating an issue and deciding if it has been resolved effectively to gauge progress.

By comparing outcomes before and after the diversity plan went into effect, boards can understand what changes were successful and how other procedures failed. By talking about the plan's successes, leaders can also praise members for their hard work. In this way, members appreciate the impact of diversity on operations and specific functions, steering future growth in the right direction.

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Ayax is a foreign language professor at the Defense Language Institute in Fort Bragg, NC. In this capacity, he imprints language and cultural competence on Special Operations Forces Soldiers of the US Army. Himself a war veteran with seven years of military service, he was honorably discharged in the fall of 2017 with an exemplary record. In his last role, Ayax was responsible for managing a portfolio that included: personnel recovery, training procurement, foreign language readiness, and equal opportunity for 1st Battalion, Psychological Operations (PSYOP), US Army, assigned to South America as its primary area of responsibility. Associated duties required constant vigilance of political developments abroad and assessment of threats posed to fellow deploying service members.

Other assignments within the organization include an overseas deployment to the US Embassy in Tegucigalpa, Honduras, as a program manager for a PSYOP team and a rotation in 5th Battalion PSYOP, requiring military training in Asian regional studies and Chinese Mandarin.

Before his arrival to PSYOP, Ayax deployed as an Infantryman on a combat tour to Kandahar, Afghanistan in the summer of 2012 as part of Operation Enduring Freedom with the 3rd Infantry Division.

Ayax has further distinguished himself as an active member of his community. He currently serves in the NCPTA Board of Directors (2018-2020 term), in the Resource Development, Governing Documents, and Executive Committees, and has been appointed a Human Relations Commissioner for the City of Fayetteville, NC (2018 - 2020 term). In 2018, Ayax received the honor of being selected to the Fayetteville Observer's 40 under 40 for distinguished community service.

He is also a volunteer at the Auerbach Global-Impact Foundation (AGIF), a nonprofit. As Director of Research some of his duties include developing plans of action, conducting target audience analyses, producing reports and targeted messaging, training and supervising staff, and collaborating with the Executive Director on strategy and delivery.



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Paulina Doran



Paulina is a recent graduate from Drury University, who received her Bachelor of Arts in psychology and writing. During her time in academia, she facilitated a support group for clients with chronic illness and physical disabilities at Circle on the Square, a holistic life center and mental health facility, using therapeutic coping techniques from positive psychology. She was also vice president and secretary of her local Sigma Tau Delta chapter.

Currently, she is a fellow at The AGIF, who assists the research department in collecting data for their library of tools and resources geared toward marketing, leadership, human resources, strategic planning, and data management for nonprofits. She also has assisted in devising strategic marketing plans by conducting analyses for key target audiences. Her other duties include planning and implementing usability studies and surveys for website development.

In her spare time, she does independent contracting with companies like UserTesting, participating in usability tests and moderated studies for UX design, development, and research of applications and websites. In addition, she runs her own online retail and consignment store, where she resells vintage goods and inventory to the public on the Poshmark app.

In the future, she plans to eventually pursue a career in user-experience research and obtain her master's degree in human-computer interaction. She hopes to focus her studies in exploring accessible features for individuals with auditory and visual disabilities, providing them more functional tools to navigate and interact with mobile and desktop platforms.

