**From Passion to Action: Serving with Purpose on an LGBTQ+ Non-Profit Board**

***Speakers:***

* Amalia Sax-Bolder (Brownstein Hyatt Farber Schreck LLP) (speaker/moderator)
* Omar Alaniz (Reed Smith LLP)
* Janice Grubin (Barclay Damon LLP)
* Cat Kozlowski (Polsinelli)
* Luigi Lewin (GLAAD)

*Serving on an LGBTQ+ nonprofit board is a powerful way to drive change, uplift communities, and ensure organizations remain inclusive and effective. But what does board service actually entail, and how can you make the most impact? In this interactive workshop, we’ll explore the responsibilities, challenges, and opportunities of board leadership within LGBTQ+ organizations. Whether you’re considering joining a board or already serving, this session will provide insights on governance, fundraising, advocacy, and navigating power dynamics. For those looking to join a board, we’ll share tips on preparing yourself with the skills needed to succeed, as well as strategies for finding the right organization that aligns with your values and strengths. Through discussion and real-world examples, you’ll gain practical strategies to lead with confidence and purpose—because representation at the boardroom table matters.*

1. **Why Board Service Matters** 
   1. **Overview:** 
      1. This session is about demystifying nonprofit board service while showing how it can be a transformative tool for LGBTQ+ professionals to drive impact, advance justice, promote inclusion, shift power, and grow as leaders.
      2. Board service as advocacy from within: board members can help shape inclusive policies, programming and org culture.
   2. **Why Board Service Matters:** 
      1. *For the community*:
         1. LGBTQ+ people on boards help ensure equity, cultural competence, and visibility in decision-making.
         2. A strong, well-informed board doesn’t just support the internal health of an organization—it shapes the direction of services, advocacy, and impact.
         3. When boards reflect the lived experiences of the communities they serve, organizations are more responsive, more trusted, and more accountable.
         4. Strong LGBTQ+ boards build stronger LGBTQ+ organizations—ones that can effectively fight for rights, deliver affirming services, and withstand political or social threats.
      2. *For you*: Board service offers real-world leadership training, cross-sector networking, and exposure to governance, finance, and strategy—skills that transfer to law, policy, corporate, and nonprofit roles.
2. **What is a Nonprofit Board & What Makes LGBTQ+ Nonprofit Board Service Unique?** 
   1. **Basics:**
      1. Boards provide governance—not management.
      2. Key responsibilities: Strategic planning, ED/CEO oversight, financial health, mission fidelity.
      3. Board types: Governing, working, advisory.
   2. **Specific Considerations for LGBTQ+ Organizations:**
      1. *Identity-centered mission*: LGBTQ+ orgs serve communities facing systemic discrimination—this often requires boards to think about not just operations, but social justice.
      2. *Safety and political risk*: Many LGBTQ+ nonprofits operate under threat from anti-LGBTQ+ legislation or public backlash.
      3. *Intersectionality*: Boards must understand how race, gender, immigration, disability, etc. intersect with queerness—diversity on the board is essential to doing this well.
      4. *Community trust*: LGBTQ+ communities have a long history of mutual aid and skepticism of institutions; boards must be seen as legitimate, accountable, and in touch.
   3. **Fundraising:**
      1. Boards support fundraising—but it’s not just about money.
      2. LGBTQ+ boards frequently raise funds for crisis response, direct services, or advocacy.
      3. Inclusive fundraising: storytelling, donor cultivation, event planning, and visibility.
      4. Avoid elitist models—engage community-based fundraising and support diverse giving.
3. **Legal Duties & Conflicts of Interest (20 minutes)**
   1. **Scope**
      1. Delaware measures the duties of NPO boards under standards developed in for-profit jurisprudence, leading to familiar duties.
      2. Major difference is lack of stockholders and difference in who/what the duty of loyalty is to. A charitable organization’s fiduciary duties are to its *beneficiaries*, not its shareholders.
      3. The “extent and measure of [the] trust” required of directors is determined with reference to its Certificate of Incorporation and Bylaws. *Oberly v. Kirby* (Del. 1991).
   2. **Primary Fiduciary Duties:** 
      1. Duty of Care – Act responsibly and stay informed.
         1. Generally requires corporate directors to exercise “reasonable care and diligence” in the execution of their duties with the skill which “ordinarily prudent men in like positions” would exercise.[[1]](#footnote-1)
         2. A common issue of NPO directors is that they are “generally uninformed and disengaged,” which can be violative of this duty.[[2]](#footnote-2)[[3]](#footnote-3)
         3. Ignorance of the happenings of the company meetings or its operations does not preclude liability for bad behavior by the board.[[4]](#footnote-4)
      2. Duty of Loyalty – Prioritize the organization’s interests over personal gain.
         1. Loyalty to the interests of the organization and its beneficiaries is an area where a lawyer could easily get into trouble.
         2. It is well settled law that directors may not pursue their own interests in a manner injurious to the corporation.[[5]](#footnote-5) This is usually viewed in terms of harming the stockholders.
         3. Because the duty of loyalty is instead to the beneficiaries, taking actions injurious to their interests related to their status of beneficiaries would violate this duty.
         4. Lawyers serving on the Boards of LGBTQ+ NPOs must take care not to act in a manner contrary to the organization’s beneficiaries’ interests.
            1. Ex: Drafting lobbying materials for a client with an anti-LGBTQ+ agenda.
      3. Examples of breach
         1. *Stern v. Lucy Webb Nat. Training School for Deaconesses and Militaries*, 381 F.Supp. 1003 (D.D.C. 1974): Several trustees of a nonprofit hospital, who formed finance and investment committees, channeled the hospital’s financial activity towards banks and other institutions that they were personally affiliated with. The committees failed to meet for over a decade, and some trustees delegated their responsibilities without maintaining sufficient supervision. The patients claimed that these activities constituted a breach of fiduciary duties of care and loyalty, and the court agreed.
      4. Examples of *no* breach.
         1. *The Armenian Assemb. of America, Inc. v. Cafesjian*, 772 F.Supp.2d 20 (D.C.C. 2011): Trustees funded a museum project on behalf of its nonprofit partner and sought legal enforcement of reversion of the construction property when the project hadn’t been realized by the reversion date established in their contract. The nonprofit partner sued the trustees, claiming that their attempt to abandon the project and bring legal action against them constituted breach of fiduciary duty. The court disagreed because the trustees were simply making reasonable business decisions, and those decisions were not in favor of the trustees’ personal interests.[[6]](#footnote-6)
   3. **Conflicts of Interest**
      1. Real-world examples and how to handle them transparently.
         1. *Coley v. Eskaton*, 51 Cal. App. 5th 943 (2020): Two directors were financially incentivized to run a nonprofit organization managing a common interest community in a manner beneficial to their employer (the developer) instead of doing so in a way beneficial to the members of the association (the beneficiaries). They revealed the association’s privileged communications to their employers and approved fees beneficial to their employers but detrimental to the association’s members. They were ultimately found personally liable.
            1. These directors should have sought input from uninterested directors or advisors, and should have made conscious efforts to set aside their conflict in decision making. The business judgment rule does not apply where such a conflict exists.
         2. *William Penn P’Ship v. Saliba* – Managers of LLC who also were 40% shareholders and directors of another corporation orchestrated a sale of the sole asset of the LLC to the corporation, and omitted material facts to the members of the LLC about the sale.
            1. Where self-dealing is a risk, the relevant parties must be transparent and careful to protect the interests of the entity to whom they owe duties.
4. **How to Find Nonprofit Board Opportunities** 
   1. **Where to Look:**
      1. Personal/professional networks, LinkedIn, BoardLead, Cause Strategy Partners, LeGaL, Out Leadership, local LGBTQ+ centers.
   2. **Considerations to Keep in Mind:** 
      1. Mission alignment.
      2. Representation on the board.
      3. Transparency, equity, and inclusion practices.
   3. **Prepare Yourself:**
      1. Create a board bio and value statement.
      2. Talk to current/former board members.
      3. Ask about board demographics and culture.
5. **Assessing Board Culture**
   1. **Approaching Board Culture**
      1. Every board has a culture—some inclusive, some not.
      2. Learn how to read the room: who holds influence, how decisions are made.
   2. **Representation and Identity**
      1. Why LGBTQ+ board representation matters beyond visibility.
      2. Watch out for tokenism: are you there to check a box or shape strategy?
      3. Boards should **cast a wide net**—representation must be intentional.
   3. **Understanding Financials**
      1. Don't fear the budget!
      2. Know how to read financial reports.
      3. Ask: Are we spending equitably? Are resources going where they’re needed most?
   4. **Community Accountability**
      1. LGBTQ+ orgs are often rooted in activism and community care.
      2. Boards must stay grounded in those origins—not just the funders or institutions.
      3. Strategies:
         1. Community advisory councils.
         2. Direct engagement with service recipients.
         3. Public reporting and transparency.
   5. **Safety & Advocacy**
      1. In today’s climate, LGBTQ+ organizations can face coordinated attacks.
      2. The board’s role:
         1. Be a public voice when needed.
         2. Protect staff and support crisis comms.
         3. Reaffirm values publicly and proactively.
6. **Board Service & Your Career** 
   1. **Skill-building:**
      1. Board service offers structured opportunities to gain high-level, transferable leadership skills you might not get in your day job—especially early in your career.
      2. These skills are particularly valuable in professional fields like law, business, government, and advocacy.
      3. *Strategic Planning*: Learn how organizations set long-term goals, develop strategic frameworks, and measure impact.
      4. *Financial Literacy*: Gain hands-on experience reviewing budgets, audits, and fundraising plans—building confidence in financial oversight and nonprofit resource management.
      5. *Public Speaking & Governance Communication*: Serving on a board sharpens your ability to speak confidently in high-stakes settings. Whether you're presenting at meetings, engaging stakeholders, or advocating for the organization, you'll develop poise, clarity, and influence.
      6. *Leading in Diverse Groups*: Boards bring together professionals across race, gender, age, geography, and industry—an incredible training ground for inclusive leadership.
   2. **Networking and Visibility:**
      1. Boards create high-impact networks that include funders, civic leaders, policy influencers, and corporate executives.
      2. Serving on a board can put you in spaces where hiring, speaking, and appointment decisions are made.
      3. *Cross-sector relationships*: Meet leaders in law, healthcare, philanthropy, tech, education, etc.
      4. *Increased visibility*: You may be profiled in newsletters, quoted in media, or asked to represent the organization.
      5. *Pathways to public service*: Many people use board experience as a stepping stone to commissions, task forces, elected office, or government advisory roles.
      6. *Corporate advancement*: Serving on a board can complement your professional role—especially for those in DEI, ESG, pro bono leadership, or government affairs.
   3. **Resume Booster:**
      1. Board experience signals leadership, collaboration, and values-driven impact.
      2. Employers notice candidates who go beyond their day job to lead in their community.
      3. Shows initiative, long-term thinking, and the ability to work across sectors and identities.
      4. Demonstrates your ability to manage complex issues (budgeting, personnel, DEI crises) at a high level.
      5. Tells a values-based leadership story.

1. 1 Business Torts § 2.01[3][a] [↑](#footnote-ref-1)
2. The following cases are not NPOs, but they involve director disengagement. *Doyle v. Union Ins. Co.*, 202 Neb. 599, 608 (Neb. 1979) (common law duty as a fiduciary to have “general knowledge of the manner in which the corporate business is conducted,” and ignorance of information resulting from neglecting this duty will subject the director to the same liability as if the director *had* knowledge and did nothing or engaged in behavior leading to liability. Ignorance is not an excuse.); *Mobridge Community Indus. v. Toure, Ltd.*, 273 N.W.2d 128, 133-34 (Neb. 1979) (same, but involving a statutorily created fiduciary duty); *Senn v. Northwest Underwriters*, 875 P.2d 637, 640 (Wash. App. 1994) (same, involving a Washington statutorily created duty). [↑](#footnote-ref-2)
3. In *Doyle*, several directors failed to inform themselves of the company’s potential value before approving its sale solely off one director’s recommendation. This failure to stay informed created liability for those directors. “I didn’t know the value was higher” is not a viable defense. [↑](#footnote-ref-3)
4. *See, e.g.*, *Bentz v. Vardaman Mfg. Co.*, 210 So. 2d 35, 40 (Miss. 1968); 19 Am.Jur.2d Corporations Section 1273 (1965) (stating that the director’s duty is always present, not just during meetings the director attends. Thus, failing to attend meetings and arguing that absence precludes liability for actions taken in connection with such meetings will fail). In *Bentz*, the court determined that a director could not defeat liability with a non-attendance defense. [↑](#footnote-ref-4)
5. A director breaches his duty of loyalty if he “uses his . . . corporate office to promote, advance, or effectuate” an interest that is unfair to the corporation, i.e. contrary to the beneficiaries’ interests in an NPO context. *The Armenian Assemb. Of America, Inc. v. Cafesjian*, 692 F.Supp.2d 20, 41 (D.C.C. 2010). [↑](#footnote-ref-5)
6. The defendant trustees relied on the business judgment rule, which protects fiduciaries from liability only when they are acting in good faith, with informed decision-making, and in the best interests of the corporation; this rule does not protect fiduciaries from liability when they make decisions to promote their personal interests. *See id.* at 104. [↑](#footnote-ref-6)