MINDY R. WERTHEIMER, Ph.D.



THE BOARD CHAIR HANDBOOK

THIRD EDITION

BoardSource

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BoardSource®

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INTRODUCTION

As the chair of a nonprofit board of directors, you play a significant role in ensuring the organization's health and well-being. The board chair's obligation to stakeholders is to facilitate the work of the board in the context of effective leadership and good governance. The guiding principle is what's best for the organization. In this context, every board chair puts his or her own positive stamp on the board's culture, work, and impact. But many of us have served on boards where the chair's personality and personal agenda determine how the board conducts itself and what the outcomes look like. A challenge for new board chairs is to accept the power and authority of the position while putting personal interests aside in favor of the good of the organization.

In a practical sense, what does this mean for the person stepping into the board chair position? Where do you seek knowledge and guidance to help you fulfill this role? My experience with nonprofit boards as a consultant, trainer, board member, and board chair leads me to observe that there is no universal orientation or preparation. Filled with great passion and good intentions, you are expected to step into this role and know what to do. Service as a board member or committee chair does not necessarily translate into competency as a board chair. You will certainly build on what you've learned, but you'll need more than that to succeed. The unique role of the board chair requires the application of new knowledge and skills or, for others, the application of knowledge and skills in a new way.

This book is organized into three sections:

- The Foundation: Building Individual Capacity (Part I) focuses on preparing to take on the tasks and responsibilities of the board chair, beginning with an exploration of the personal decision to accept the job and covering roles, relationships, and skills.
- The Journey: Optimizing the Work of the Board (Part II) deals with the application of strong leadership and sound governance practices with a focus on board process and board tasks.
- The Finale: Creating Endings and New Beginnings (Part III) addresses how to prepare for the end of your term as board chair, the importance of closure, and answering, "What's next?"

Each chapter ends with a list of Board Chair's Reminders — key tasks to help you do your job effectively. Appendix 1 provides a summary of these lists. Appendix 2 lists the twelve principles of exceptional governance found in *The Source* (BoardSource, 2005). Appendices 3 and 4 offer tools for supporting your board chair role, including how to create a learning community of board chairs along with samples of board meeting agendas and board member correspondence. Throughout the book, you'll see board statistics and quotes from board members and chief executives. These data were collected during the *BoardSource Nonprofit Governance Index 2012* survey, and they provide interesting insight into board service.

The Board Chair Handbook focuses on helping board chairs carry out their responsibilities for the good of the organization. Whether you are a seasoned board chair wanting to brush up and learn something new, an incoming board chair seeking knowledge and skills, or a person considering the possibility of becoming a board chair, this book is intended to be user-friendly and practical. The guidance will also be useful to chief executives, other management personnel who interact with the board chair (including operations officers, development directors, financial officers, and marketing directors), and consultants who work with nonprofit organizations. This updated third edition offers new material in every chapter with expanded sections on the board chair role and the partnership with the chief executive in Chapters 2 and 3, respectively. A new appendix (#3) outlines a leadership development model for using this handbook to create a peer-to-peer learning community of board chairs.

As you embark on the journey of leading a board, remember to build on your experiences, practice humility, follow ethical principles, and model an openness to learning that will make you the best board chair possible. When you accept the job, you enter into an obligatory relationship with the organization that is fulfilled as you adopt and model effective leadership and governance practices. Coupling these skills and practices with passion and good intentions makes a winning combination for any board chair and, ultimately, for the organization.

I extend my sincere thanks to the board chairs and nonprofit professionals who provided helpful feedback and ideas for this revised edition. Special thanks to Gail Kurtz and Julie Meehan of Community Connection of Northeast Georgia for their input on developing a learning community. Kudos to the diligent editors and nonprofit experts at BoardSource: Deborah Davidson, Karen Hansen, Outi Flynn, and Caitlyn Freitas — your contributions were invaluable in fine tuning this edition.

PART I

THE FOUNDATION: BUILDING INDIVIDUAL CAPACITY

To be effective as a nonprofit board chair, you need to build the individual capacity to lead and serve the organization. It involves taking inventory of your knowledge and skills, applying them to the board chair role, and developing additional knowledge and skills to carry out your role and responsibilities.

- Chapter 1 explores the many factors you should consider in balancing the board chair role with your personal/professional roles.
- Chapter 2 discusses the roles and responsibilities of the board chair position.
- Chapter 3 addresses the all-important work partnership with the organization's chief executive and distinguishes between governance and management responsibilities.
- Chapter 4 outlines the solid communications skills that the board chair's work requires — skills that invite dialogue in a nonjudgmental, respectful atmosphere.

CHAPTER 1
Saying Yes

The decision to serve as a board chair does not come lightly but should involve serious self-reflection. Before stepping into the position, you probably thought about what this decision meant for you, your significant others, the community, and the organization. The role of board chair is deliberate, focused, action-oriented, and it is driven by personal passion, commitment, motivation, and leadership. The time commitment is considerable. Building individual capacity as a board chair begins with discussing the job with others, taking the time for personal reflection, evaluating your personal support system, and taking inventory of your strengths and weaknesses.

> On average, board chairs spend twice as many hours (20 vs. 10) per month on board work as do other board members.
>
> Source: *BoardSource Nonprofit Governance Index 2010*

INFORMATION GATHERING

Because the job of board chair is so critical to the organization's success, it's important to spend time finding out just what it entails. Whether you are a longtime board member or new to the organization and unfamiliar with the board, it helps to have discussions with several people inside and outside the organization. Ideally, the best time to have these informal discussions is prior to becoming board chair. However, even as the next or current board chair, you can always glean new insights that affect how you execute the board chair role.

Questions to Ask

- Ask the *current board chair* about
  - the time commitment
  - challenging issues that arose during his or her tenure
  - unfinished board business
  - the strategic plan
  - the board's vision for the organization's direction over the next few years
  - the communication and working relationships with the chief executive, board members, community leaders, donors, and other community stakeholders
- Ask the *chief executive* about
  - his or her expectations of the board chair and the working relationship
  - vision for the organization
  - personal goals
  - current and evolving relationships in the community
  - trends affecting the organization
  - the challenges and opportunities facing the organization
  - how it compares to similar local and national organizations
  - its financial health and development plan
- Ask the *governance committee chair* about
  - current leadership needs
  - the qualities and expertise he or she thinks you bring to the board chair role
  - the reasons you are being considered
  - the status of succession planning for other board positions

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- Ask the *treasurer* about
    - the organization's financial health
    - funding sources
    - funding trends
    - the annual and audit reports
- Ask *major donors, funders,* and *constituents* about
    - community perceptions and expectations of the organization
    - the organization's ability to leverage its resources in meeting its mission
    - mission impact of the organization's programs and services
    - community issues or trends that may affect the work of the organization

These conversations will help you create a snapshot of the board chair's role as seen through the eyes of others. Such perspectives and experiences are important in acknowledging the connections between the board chair and others and creating a realistic framework for your efforts as chair. Think of this exercise as a way to begin shaping your own ideas about the work of the board chair and to identify areas warranting further exploration and possible change. As board chair, you will not necessarily follow in your predecessors' footsteps or accept what has been traditional practice. You will create a new path.

PERSONAL REFLECTION

In "saying yes," you will want to evaluate what the decision to become board chair means to you and your significant others — including family, friends, and professional colleagues — and how this new responsibility will affect your daily life. Most of us take on a board chair role in addition to, not in place of, everything else we do in our professional and personal worlds.

A personal reflection exercise (see sidebar on next page) will help you see yourself in the chair role, decide how you will balance the job with competing responsibilities, and evaluate your support system. Answering these questions will enable you to go forward with confidence and support and identify challenges to be addressed. Take the time to discuss your thoughts with close significant others. Being a board chair is a major commitment, but it should not consume your life. Be cognizant of achieving and maintaining a balance. You can also use this exercise six months to a year in as board chair to reassess expectations against realities, check your support system, and reflect on your self-care.

PERSONAL REFLECTION EXERCISE

- Why do I want to take on this role at this time?
- What does the organization expect from me?
- What do I expect from the organization?
- What do I expect from myself?
- What can I contribute to the organization? To the community?
- How will I balance my board chair responsibilities with my personal and professional responsibilities?
- How do my significant others feel about me taking on this role?
- How will this role affect my time with family, with friends, and at work?
- Do I have an effective support system in place?
- What do I need to do to maintain my physical and mental health as I add this role to my daily life?

PERSONAL SUPPORT SYSTEM

Our decisions have ramifications for others in our lives, so in becoming a board chair, it's important to check in with those who form your personal support system. For example, you may decide that your career is on sound footing and you have reached the point in your professional life where you have more time to pursue volunteer leadership opportunities. But your spouse or partner, who has been very supportive throughout your career, may look forward to spending more time together sharing the daily routine of maintaining a household or doing more traveling. By engaging in self-reflection coupled with discussion with significant others, you'll build a checks-and-balances system that requires reciprocal communication and shared meaning. A person may assert that one's partner is "supportive," but how does each define support, and what does support look like to each person? How are personal assumptions used in setting expectations? Have all parties come to a shared meaning? Ultimately, candid communication allows you to return to self-reflection and check your initial ideas, assumptions, and generalizations. By remaining open to feedback and discussion with others, you can uncover new information with which to alter, if necessary, your initial responses to the posed questions.

It's not difficult to find board members, but it is difficult to find committed, qualified members. It seems that everyone's plate is full.

– *Chief Executive*

PERSONAL INVENTORY

If you have been asked to serve as board chair, you probably have at least one strength that others consider an asset or resource for the board and the organization. Through self-reflection and talking to others, you can identify your assets and areas that might benefit from improvement. Examples of strengths that enhance a board chair's capacity are

- passion and interest
- commitment to mission
- relationship skills
- leadership abilities
- subject area expertise (marketing, public relations, law, fundraising, board governance, program evaluation)
- program area expertise aligned with the organization's purpose (arts and culture, education, health care, human services)
- financial skills
- community contacts
- wisdom and intelligence
- wealth
- time
- integrity

A board chair does not need to be an expert on everything. The board is a team, and everyone brings different strengths to the table. However, a chair must have passion as well as integrity. Relationship and leadership skills can develop over time, but should be built on the skills an individual already brings to the board chair leadership role. One incoming board chair commented that his strength is focusing on and completing tasks, but a challenge is taking the time to nurture relationships. He hoped to have a vice-chair with relationship skills to balance his focus on tasks. It's not a crime not to know; it's a crime to pretend that you do know.

Board Chair's Reminders

- ✓Talk to key organizational leaders and donors to learn more about specific board chair roles and responsibilities, the current work and future direction of the organization, and others' perceptions of the organization.
- ✓Think about how saying yes to serve as chair may affect your relationships at home, at work, and at leisure. Ask for support from your personal support system — be specific in defining what you may need and be sure to show reciprocity.
- ✓Take an inventory of personal strengths and limitations, and build on this self-awareness to maximize strengths and address limited skills and knowledge areas.

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CHAPTER 2
The Board Chair's Role

The role and responsibilities of the board of directors provides context for executing the board chair role. According to Richard T. Ingram, author of *Ten Basic Responsibilities of Nonprofit Boards, Second Edition* (BoardSource, 2009), the board's primary governance responsibilities are to

- determine mission and purposes
- select the chief executive
- support and evaluate the chief executive
- ensure effective planning
- monitor and strengthen programs and services
- ensure adequate financial resources
- protect assets and provide financial oversight
- build a competent board
- ensure legal and ethical integrity
- enhance the organization's public standing

The board chair must have an understanding of these responsibilities along with how his or her respective board operationalizes them. All board members should have this same understanding. The board chair can use this framework to collaborate with others (board members, chief executive) in formulating an organizational report card in order to assess where efforts may need to be targeted. Building on these ten responsibilities, the board chair may want to turn to BoardSource's *The Source: Twelve Principles of Governance That Power Exceptional Boards* (see Appendix 2). These principles offer the board chair ways to enhance the work of the board culminating in stronger outcomes. (See Chapter 3 for a definition of governance vs. management.)

As the senior volunteer leader of the organization, the board chair is responsible for leading the board in the oversight, thinking, and support that are critical to good governance. Serving the organization's interests and needs is the foundation from which a board chair operates. A visionary board chair understands this practice and puts it into action. He or she is a generative and strategic thinker who is vigilant about asking questions and seeking knowledge to understand the opportunities, challenges, and threats that affect the organization's big picture.

Paul M. Connolly observes that visionary leaders

- attract followers and motivate people
- focus on the big issues
- make effectiveness a top objective
- have the capability to set direction
- are willing to take calculated risks[1]

A visionary leader empowers the board to move forward and to build organizational capacity. He or she understands that the board chair role is not about serving personal ego and preference; it is about serving the organization.

The job of board chair involves a relationship between an individual and an organization. The chair must be knowledgeable about the organization — its mission, vision, values, programs, services, constituents, and resources — and understand its place in the larger framework of the community and the still larger sphere of local and national peer organizations. With a respect for and understanding of the organization, you have a context for the board chair role. This is the foundation from which you lead. The role incorporates exhibiting leadership skills (*how* you carry out the duties) and adhering to strong governance practices (*what* duties are expected). The following list works as a board chair job description incorporating this dual focus.

KEY LEADERSHIP SKILLS (THE *HOW*)

Personal Qualities

- Be approachable and available.
- Be a good listener and communicator.
- Show integrity, respect, and humility.
- Be a strategist, visionary, and generative thinker.

[1] Paul M. Connolly, *Navigating the Organizational Lifecycle: A Capacity-Building Guide for Nonprofit Leaders* (Washington, D.C.: BoardSource, 2006), p. 26.

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- Be fair and open-minded.
- Be authentic and genuine.
- Develop and use group facilitation skills.
- Encourage open communication and constructive debate.
- Be a student and a teacher.

Commitment to the Board

- Engage board members to take ownership for the work of the board.
- Celebrate the hard work and achievements of individual board members and the collective board.
- Promote outstanding board development and governance practices.

Commitment to the Organization

- Show an understanding of and passion for the mission, values, and work of the organization.
- Engage board members to show the same commitment.
- Uphold legal and ethical standards of conduct.
- Ensure board members and management (including board chair and chief executive) speak with ONE voice in the community.
- Ensure transparency, compliance, and accountability for the organization's operations.

KEY DUTIES (THE *WHAT*)

Chief Executive

- Cultivate a working partnership with the chief executive (see Chapter 3).
- Oversee the hiring, monitoring, and evaluation of the chief executive.

Board Members

- Focus on governance responsibilities.
- Ensure that every board member carries out the roles and responsibilities of board service within the context of legal obligations (duty of care, duty of loyalty, duty of obedience).

- Be the contact for board members on board issues (communication with you — not around you).
- Oversee a board assessment process.

Meetings

- Preside at all meetings of the board and executive committee and at other meetings or events as necessary.
- Develop a board agenda of items that require board input and use a consent agenda for "information only" items.
- Promote meaningful dialogue at board meetings and give every board member an opportunity to contribute.

Board Structure

- Other than the standing committees outlined in the bylaws, adopt a work structure that efficiently supports the work of the board and ensures communication linkages.
- Appoint board committee and task force chairs.
- Ensure ongoing communication with the board.
- Serve as ex officio member of all committees except the governance committee when discussing elections (no need to attend all committee meetings, but firsthand experience does provide insight into seeing what committee members are grappling with).

Community

- Cultivate relationships with individual donors, funders, and other community stakeholders.
- Serve as a community ambassador to share with others about the organization.
- Be an advocate for the organization.
- Serve in a public relations role by giving speeches, welcoming others, and/or showing support for lead players (e.g., chief executive, senior management, committee/event chairs) at the annual meeting, organizational programs, and community events as appropriate.
- Pen an article, column, or blog to be featured on the organization's Web site, in a newsletter, and on other communication outlets.

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Partner with the Chief Executive and Board Members

- Ensure a comprehensive board development plan.
- Assess and monitor organizational alignment with mission.
- Engage in strategic planning and program evaluation.
- Oversee fiscal affairs and organizational assets.
- Ensure legal and ethical compliance of all board work.
- Develop and maintain risk management safeguards.
- Implement and adhere to strong governance practices.

> Our board has come a long way, primarily because of excellent leadership from my current board chair. I believe the relationship between the chief executive and chair is absolutely critical. My current chair's strong leadership allowed this organization to take a major (and appropriate) step in reorganizing to support better legal and fiduciary relationships and to improve focus on mission.
>
> *– Chief Executive*

ROLE EXECUTION

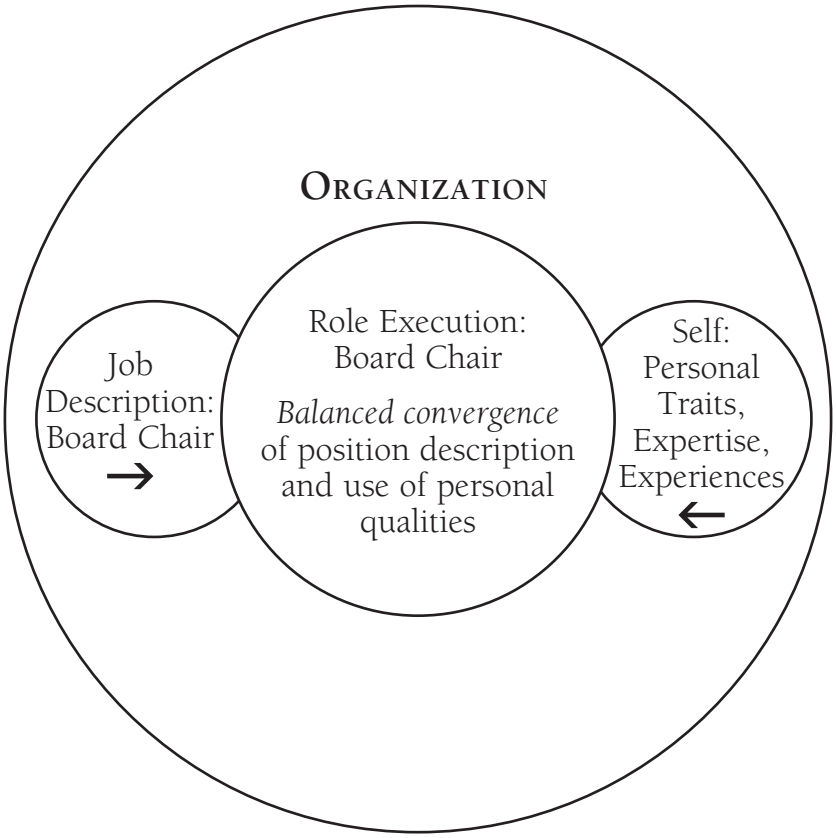
Strong leadership is a critical component in building a strong foundation for accomplishing the work of the organization. In executing the role of the board chair, you should

- know the organization (mission, vision, values, programs, services, constituencies, resources, etc.) and its place within the larger framework of the community and local/national peer organizations
- understand your job description and board governance responsibilities
- know your personality — strengths, challenges, biases, values, communication style, etc.

Knowing the organization is the context for executing the board chair role. Within this context, a clear job description provides a starting point for understanding the governance responsibilities and tasks at hand. How such responsibilities and tasks are carried out can be observed in the execution of the board chair role. Self-awareness of how we use who we are and how we relate to others is use of self — a concept that acknowledges the uniqueness of each individual. Who we are — our values, preferences, traits, attitudes, biases, interests, expertise, skills and knowledge, personal histories, and life experiences affect how we interact with others and how

we build and sustain these relationships. This too can be observed in the execution of the board chair role. It is necessary to develop an awareness of one's rough edges and maintain an openness to feedback to help reduce blind spots in professional interactions. The board chair job description is merged with the individual's personality and interpersonal style; hence, no two individuals execute the board chair role in the same manner even with the identical job description (see Figure 1).

Figure 1. Board Chair Role Execution



Adapted from: Ryan, W. P. *Personal Strategy for Effective Leadership.* BoardSource Leadership Forum, San Francisco, CA (October 12, 2007).

The challenge for anyone in the board chair role is to strike a balance between the personal and the professional while avoiding emphasis on one or the other. Either extreme can lead to dysfunction in executing the board chair role — relaxed and too personal vs. rigid and too professional. In either case, leadership is compromised. A board chair's service responsibility to the greater good of the organization requires intentionality and vigilance in every action to ensure that the job description balanced with use of self creates a successful role execution.

WHAT IS A "GOOD" BOARD CHAIR?

A good chair learns how to harness (and/or develop) one's leadership skills and personality to meet the governance needs of the organization and to engage in the social stewardship of significant relationships (board members, donors, community leaders) — always in the context of the best interests of the organization. The fluid context in which the organization operates is critical in defining the chair's governance role at a particular place in time. For example, an organization in financial crisis will require a board chair to work with the chief executive in conjunction with the board and the management team to identify resource solutions in meeting service demand. An organization seeking to expand programs in a new location will require its board chair to focus on site planning and evaluating this project in the context of mission fit, resources, and strategic direction — again with the chief executive and in conjunction with the board and management team. A good chair recognizes that he/she may not have the specific knowledge or skills needed to handle a specific task and, therefore, call on fellow board members to assist. In the first example, the board chair may need to rely on the board treasurer or board member with a strong financial background to assist. Expanding programs may require the chair to seek out a board member with a building and facilities or real estate background.

A good chair identifies and embraces the governance challenges that ebb and flow depending on context, and, at the same time, the chair partners with the chief executive, who identifies and embraces the management challenges of time and place. A good chair does not micromanage the chief executive and the organization but understands and respects the management role. It is all about executing the board chair governance role in a focused and productive manner in service to the organization.

GETTING THE JOB DONE

It is a challenge for a board chair to fulfill such varied responsibilities within the limits of a term of office — a term of office that varies among nonprofits. A one-year term presents a challenge to adjust to the role, build the necessary relationships, and carry out the duties, and more than four years may be excessive. An exception might be a start-up nonprofit, in which the chair may serve for four to six years to help establish the organization and its board. At some point, however, the founding board chair needs to relinquish the position to keep the organization moving forward and to get other individuals engaged (see Chapter 11 for a discussion of succession planning). Serving as board chair should never be a lifelong proposition.

Terms of Service

28 percent of board chairs have no consecutive term limits.

22 percent have one-year terms.

35 percent have two-year terms.

15 percent have terms of three or more years.

Source: *BoardSource Nonprofit Governance Index 2012*

Using a timetable will help you organize your time and manage the expected tasks and responsibilities. The timetable can be divided into annual, quarterly, monthly, and periodic tasks. Adding the annual meeting, board meetings, and other organizational events to the timetable will help you visualize the time commitment and its ebb and flow at various times of the year. One chief executive says that he uses the timetable, too, because it helps him stay focused on and plan for the board chair's role and tasks.

The list of tasks need not be all-inclusive because it will change as the organization responds strategically to needs and opportunities. Unexpected situations may create a shift in context and direction at any time, requiring a flexible approach by the board chair. The challenge is to move the organization forward while balancing the expected tasks with emerging exigencies and new opportunities.

SETTING A STANDARD

The board chair's role is framed by the accepted legal and ethical standards of conduct for nonprofit boards. The chair needs to stay well informed about any legal changes (federal and state), accreditation standards/changes, and professional guidelines, as appropriate, that will affect the functioning of the nonprofit. Such changes need to be communicated in a clear and timely manner with board members about how the changes will affect them and the nonprofit. As the board's leader, the chair must set the example in adhering to legal and ethical standards of conduct. Ensuring compliance with these standards requires the chair to

- apply effective communication and facilitation skills in all board discussions and deliberations
- operate according to what's *best for the organization*
- show transparency with full personal/professional disclosure
- ensure that board members have all the necessary facts and figures (pro and con) when making decisions

SAMPLE BOARD CHAIR'S TIMETABLE

Please note that this sample list of tasks, as well as the timeframe, may differ depending on the type and/or size of the nonprofit organization (for example, small vs. large nonprofit; human services nonprofit vs. professional association; community free clinic vs. hospital campus).

Annual Tasks

- Oversee planning for annual board retreat
- Conduct chief executive evaluation
- Attend new board member orientation
- Contact donors for annual campaign
- Hold budget allocation meetings
- Acknowledge and thank outgoing board members
- Attend annual holiday party
- Prepare for the annual meeting/conference
- Attend the pre-meeting/conference social event; deliver a welcome from the board chair

Weekly, Monthly, or Quarterly Tasks

- Weekly contacts with the chief executive
- Prepare for board meetings
- Schedule executive committee sessions/meetings as needed
- Engage in regular communications with diverse stakeholders (for example, newsletter item, e-mail, blog, tweet)
- Prepare quarterly strategic planning reports

Periodic Tasks/Responsibilities

- Fundraising events
- Committee meetings
- Advisory group meetings
- Community events
- Staff meeting presentations
- Recruitment activities
- Board education opportunities
- Board self-assessment

All states have laws governing the establishment and operations of nonprofit organizations. These laws are easily accessible through the Internet, and a board chair should have a working knowledge of his or her state's board governance requirements to ensure organizational alignment. Most state laws governing nonprofits outline the following obligations for board members:

- Duty of care: The care that an ordinarily prudent person would exercise in a like position and under similar circumstances. A board member must exercise reasonable care when making decisions — for example, stay informed, ask pertinent questions, read background materials, exercise independent judgment, and participate in board deliberations.
- Duty of loyalty: A standard of faithfulness to the organization's welfare. A board member must show undivided allegiance to and interest in the organization (not in one's own interest or the interest of another entity) — for example, avoid the prospect of personal or professional gains by disclosing potential conflicts of interest, adhere to the organization's conflict-of-interest policy, recuse oneself from board discussion and voting when there is a potential conflict, and adhere to the organization's confidentiality policy.
- Duty of obedience: A standard of faithfulness to the organization's mission and purpose. A board member is not permitted to act in a manner that is inconsistent with this mission, based on the public's trust to know that the organization will manage contributions in support of its mission and purpose — for example, ensure compliance with all regulatory and reporting requirements and review documents, such as bylaws, that govern the organization.[2]

[2] Berit M. Lakey, *Board Fundamentals: Understanding Roles in Nonprofit Governance, Second Edition.* (Washington, D.C.: BoardSource, 2010).

With the passage of the Sarbanes-Oxley Act of 2002, which requires increased fiscal oversight and transparency in publicly held corporations, nonprofit leaders have begun to address fiscal oversight and financial disclosure. Two provisions specifically require nonprofit compliance: establishing a process for employees to report alleged illegal or unethical practices in the organization without fear of punishment, and making it a crime to destroy documents to prevent their use in an official proceeding. However, Sarbanes-Oxley has triggered additional dialogue and change. Informally, nonprofit boards are responding by reexamining their transparency and accountability functions. According to *BoardSource's Nonprofit Governance Index 2012*, 46 percent of nonprofits have a combined finance/audit committee and 26 percent have a separate audit committee.

In addition to maintaining legal standards of conduct, a board chair must be concerned with ethical standards of conduct, which focus on how one ought to behave. These standards include a conflict-of-interest policy that every organization should have for their board members. In *Managing Conflicts of Interest: Practical Guidelines for Nonprofit Boards, Second Edition,* Daniel Kurtz and Sarah Paul point out that a board member must acknowledge the ethical obligations inherent in this role. Without adherence to ethical standards, board members may not be representing the interests of everyone the organization serves, and personal or professional interests may interfere with a board member's comportment. Evidence of ethical conduct and acting in the best interests of the organization includes

- showing positive regard and respect for the organization and other board members
- being trustworthy
- exercising authority as appropriate
- displaying courteous conduct
- maintaining confidentiality
- speaking with one voice upon stepping out of the boardroom
- disclosing information to assess possible board member conflicts

WHEN BOARD MEMBERS ARE APPOINTED

Sometimes a board member is appointed by virtue of his or her affiliation with another organization and represents that organization on the board. One board had appointees mandated by the state, creating the unintentional side effects of competing self-interests and minimal focus on what was in the best interests of the organization. However, most states legislate nonprofit standards of conduct, and so board members who are appointed as "organizational representatives" need to be versed in the legal and ethical obligations of board service. The board chair could help educate representative organizations on these obligations so that future appointees will have a better sense of the expectations of board membership. It might be necessary to outline the standards of conduct and have them placed prominently in the boardroom. Every board, whether it has appointed or elected members, has the right to full stewardship from its members.

The board chair needs to model these behaviors, encourage them in fellow board members, and intervene when unethical conduct is displayed. If there is a conflict of interest, the chair may have to ask a board member to recuse him or herself from a discussion or activity.

One board holds a formal orientation for new board members where the board chair addresses the legal and ethical standards of conduct. Each new board member is given a form to read and sign acknowledging his or her understanding of and abidance to the legal and ethical standards of conduct governing the role as a board member.

ROLE SUPPORT AND SELF-CARE

As in any position with conflicting demands on one's time, the board chair should find ways to take care of him or herself in order to reduce stress and avoid burnout. These areas need to be addressed:

- support system for board chair role
- personal support system (as addressed in Chapter 1)
- saying "no"
- personal health mindfulness

Most board chairs want to do the best job possible in service to the organization. The individual serving in the board chair role is the 24/7 "go to" person when it involves governance of the organization. Taking on this role usually means that a strong commitment to the organization is present, but executing the demands of the position may feel overwhelming and even lonely at times. It is normal to feel somewhat stressed within the context of the role, but it is normal to engage in self-

care as well. Some board chairs reach out to a mentor, coach, or confidante who can help to explore options or solutions in challenging situations with tasks and/or with people. This person may be a past-board chair, a professional consultant, or a current board chair of another organization — someone who can respect the confidentiality of the discussion and allow the board chair to explore options in choosing how to handle a situation. Other board chairs immerse themselves in articles and books to support their understanding of the governance role and the tools needed to implement strong governance practices.

The peer-to-peer learning community is another option for seeking guidance and support in building a board chair's capacity for leading and governing. The renowned educator Malcolm Knowles acknowledged peer-to-peer communal learning as an important format for adult learning.[3] This framework of collective inquiry is a process that supports a shared purpose for its participants to engage as learners in dialogue and discussion where reciprocal support, questions and answers, and mutual guidance are the norm. Addressing general challenges of the board chair role along with specific issues of interest to the group participants emerge as agenda items along with governance knowledge and leadership skills. The group participants have ownership in organizing and structuring what works best for them, and some learning communities bring in an outside facilitator while others share facilitation among the participants. See Appendix 4 for information on creating a learning community for board chairs.

The leaders of an alliance of nonprofit organizations in one community decided to create a learning community of current and incoming board chairs. Their purpose was two-fold: build community networks and strengthen the leadership capacity of the nonprofit board chairs. They structured five sessions around various chapters of *The Board Chair Handbook* and set forth group norms to guide their time together:

- We are all learners and teachers.
- We are an informal learning community; these sessions are not trainings or workshops.
- Everyone has something to contribute.
- Confidentiality must be respected.
- Engage in mutual respect, trust, support, and non-judgmental behavior.
- Facilitator "guides from the side."

[3] Malcolm S. Knowles, *The Modern Practice of Adult Education: From Pedagogy to Andragogy, Revised Edition.* (Cambridge Book Company, 1988).

Sessions were organized around multiple book chapters and participants were asked to respond to questions posed by the facilitator that addressed their respective challenges, successes, and concerns. Emphasis was on applying the topics in the book to their real-life examples. Once the five sessions were completed, most of the participants wanted to continue having contact with one another and some wanted to continue meeting informally since they now had developed a support network of fellow board chairs. Connecting with each other provided a sense of community with common ground. As with any support system, a person may not always need it, but it is reassuring to know it is there when you do need it.

In addition to developing a support system, the board chair needs to know when to step away from the demands of the position to avoid burnout. The board chair needs to separate the appropriate requests of one's time and attention from those that can be delegated, to those that require saying "no." Another form of self-care is to engage in personal health mindfulness. Take inventory of your physical, mental, and spiritual well-being and do something to nurture yourself and shift your focus away from your board chair role. Seek aid from your personal support system. Don't allow feeling stressed and overwhelmed to spill over into your execution of the board chair role. If you're feeling burnt out, it's time to step back and take a break!

Board Chair's Reminders

- ✓Be a visionary leader. Empower the board to be innovative, creative, and take calculated risks.
- ✓Develop and apply key leadership skills (including respect, humility, integrity, and communication) in accomplishing the key duties of the board chair role.
- ✓Decide how you will balance routine tasks and those that surface unexpectedly.
- ✓Uphold ethical and legal standards of conduct, and expect no less from every board member.
- ✓Seek out "role" support in the form of a mentor or confidante.
- ✓Start or join a peer-to-peer learning community of board chairs.
- ✓Avoid burnout by taking care of your physical and mental well-being.
- ✓If you experience burnout, reassess job descriptions and divide tasks among officers or committees.

CHAPTER 3
The Board Chair–Chief Executive Partnership

An organization itself does not possess the ability to succeed in meeting its mission; it's the people who define an organization in maximizing its mission-driven impact, or conversely, one that cannot do so. The organization is an object, an entity. Bringing an organization alive needs the right leadership along with the right synergy to make it happen. Individuals with knowledge and skills can shift the synergy in a positive direction for an organization. This is the human factor. It involves building strong organizational capacity through its people to accomplish mission. It begins with the human factor embedded in the individual leadership of the chief executive and board chair and the synergy of their professional partnership.

While the board chair and chief executive are learning to execute their respective roles, they must simultaneously work on creating a professional partnership. Parallel leadership is not enough to steer the organization forward. The board chair's relationship with the chief executive is by far the most important relationship he or she will have. It is critical to forge a working partnership that begins even before officially becoming board chair.

In combining resources, a partnership's whole becomes greater than its individual parts. The partnership between the board chair and the chief executive can facilitate organizational greatness and transform an organization to move it forward. This partnership serves as the face of the organization. One board chair and chief executive co-presented a new program request to a funding organization. The funder was quite impressed with their teamwork; their strong partnership was viewed as representing a strong organization. As board chair, you need to understand this partnership, help make it work, and use it to the advantage of the organization.

In any relationship, the dynamics between the two partners is a significant factor in defining its failure or success. It is no different for the board chair and chief executive relationship. One hopes there is a good, natural "fit" between the two individuals to serve as a base. However, this scenario is not always the case and both partners are challenged to work hard to create a functional working relationship. The board chair-chief executive partnership requires commitment and effort from both partners. Each should take responsibility for his or her behaviors and actions and be open to constructive feedback not just on the tasks at hand, but on the partnership itself. Three basic principles are the foundation of a strong partnership:

- mutual respect, trust, and support for each other and the partnership
- reciprocal communications
- shared purpose and mission-driven

Each of these three principles needs to be consciously applied to support the development of the partnership and maximize its potential. A primary challenge in building this partnership may be seen in the emergence of personal and professional biases and preferences in trying to define the partnership. With reciprocal communications in a context of mutual respect, trust, and support, issues should and need to be addressed. Both individuals need to be cognizant that they are engaged as partners working toward a shared purpose in the context of organizational mission. With these principles in place, the board chair and chief executive should be equipped to understand each other's perspectives as they build the leadership partnership. In doing so, their goals should include

- adapting to differences in personality, temperament, work style, communication style, and time commitment
- keeping ongoing tasks and responsibilities running smoothly during board leadership transitions
- setting mutual expectations for the working relationship
- establishing clear boundaries for roles and responsibilities and understanding where they overlap
- agreeing on what sound governance practices are and how to apply them
- developing a shared interpretation of what constitutes the best interests of the organization

The two leaders will not always agree on the issues they face (and that is not necessarily the objective), but each voice should be heard and respected while framed by a shared purpose. The chief executive may already have expectations for how his or her relationship with the board chair operates based on past experience and personal preference. These expectations may be different from how you perceive the working relationship. As board chair, you need to take the initiative to articulate your view of the working relationship and go over the three guiding principles.

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HIERARCHY VS. PARTNERSHIP

It is important to understand when to make joint decisions and when to exert authority. The chief executive reports to and is accountable to the board, possibly creating an imbalance in the chair-executive partnership. Tension may be discernible when the executive's contract is up for renewal or when it is time for an annual salary review. As board chair, you should engage a compensation committee (including counsel) to negotiate the contract and recommend a salary increase based on preset variables stated in the executive's contract, such as the performance evaluation and annual goals. When there is this sense of imbalance in the partnership, do not back away from applying the partnership principles — consciously use them.

GOVERNANCE VS. MANAGEMENT: WHO DOES WHAT?

In some cases, tensions between the chair and chief executive stem from confusion over who is responsible for what. Even board members and staff may have trouble distinguishing between the two leaders' responsibilities. Be clear about job responsibilities from a solid governance perspective, not based on individual preferences. The board chair role is outlined in Chapter 2 and may be outlined in your organization's bylaws or board manual. To understand the chief executive's role, ask to see the job description (a board chair should receive a copy of this document). How does the chief executive see his or her role in relation to the job description? How does the board chair see it? Sit down and discuss mutual expectations and definitions around the traditional management-governance distinctions, and identify tasks (such as fundraising, strategic planning, and succession planning) that benefit from shared responsibility. Have this discussion in the context of the organization's strategic goals, which are the basis for identifying annual tasks. Cathy Trower's book, *Govern More, Manage Less* (BoardSource) may be helpful to you in this process (also see Suggested Resources).

One example related to defining responsibility is who creates the board meeting agenda. It may seem expedient for the chief executive to develop the agenda, but this practice may give the appearance that he or she is dictating or manipulating the work of the board. Whether this is reality or not, this perception is the antithesis of what the board chair strives to achieve. To conduct the work of the board, the board chair needs to have ownership of the board agenda, but both perspectives are needed in creating it. The chief executive brings agency operations and updates, industry trends, and community issues for consideration. The board chair brings a more detached view of the big picture with focus on governance responsibilities. Creating the board meeting agenda may be a shared task, but the board chair has ultimate responsibility for what is to be covered at the meeting.

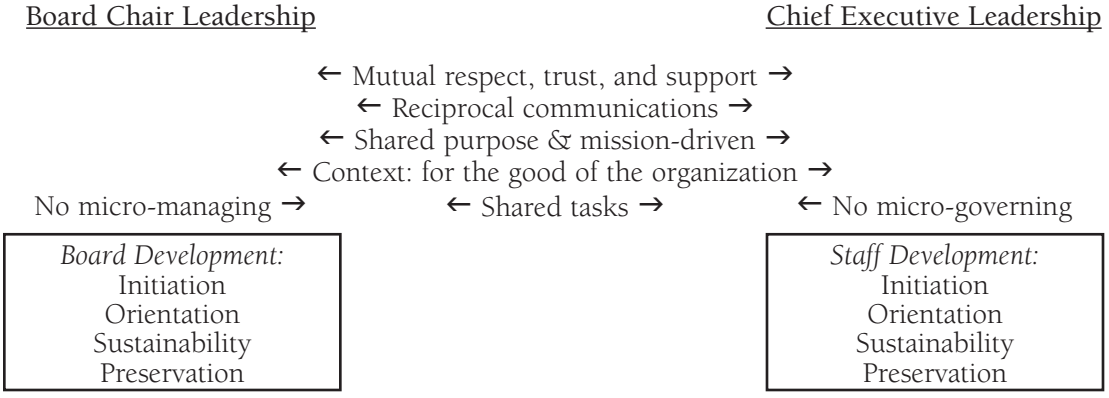
> I think it is difficult sometimes for board members to see the demands on the chief executive. They tend to see only their request or interest, and it is difficult to share the whole picture with them without appearing to be whining or complaining about the workload.
>
> *– Chief Executive*

Both the board chair and chief executive have separate tasks related to management and governance respectively and, at the same time, some tasks are shared (see Figure 2). Shared tasks, particularly around fundraising and resource development, must be articulated along with a plan for operationalizing these tasks. As part of the dialogue, both partners must have an understanding of how each one contributes to the shared tasks. Emphasis should be placed on the expectations of the chief executive and board chair roles, not necessarily on the personalities of the individuals in these roles. The roles provide the context for the actions needed in completing the tasks. Even with a chief executive who has longevity in an organization, this dialogue must take place with each new board chair. No assumptions should be made as to who should do what based on past experiences or perceptions.

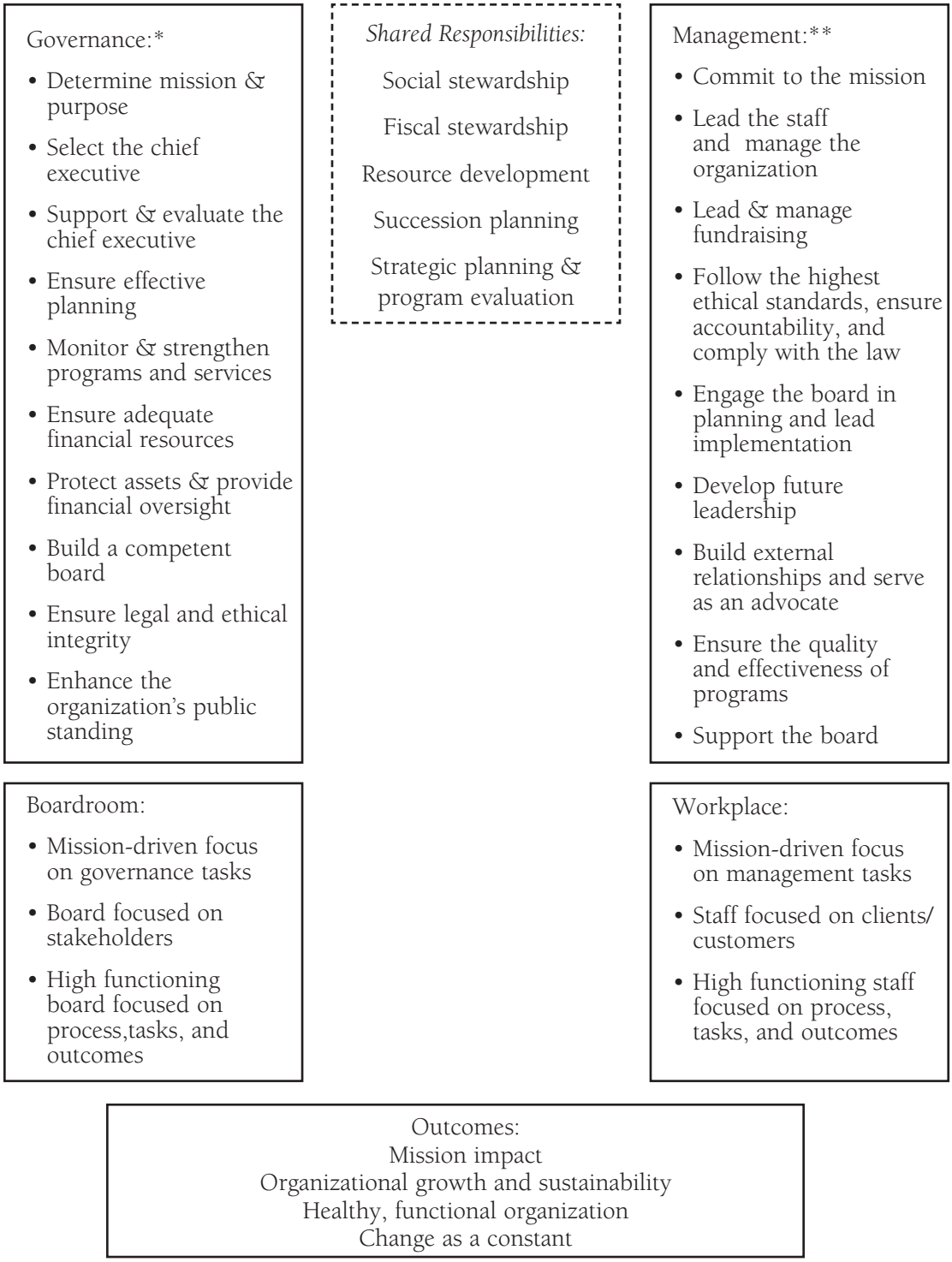
Even those tasks labeled "governance" or "management" may still involve the other partner. For example, a board chair may be asked to present at a staff training, but it is not the board chair's role to orchestrate that training. The chief executive should have a role in the new board orientation, but should not have to organize it.

The partnership of the board chair and chief executive provides a structure for accomplishing the tasks of the organization. Governance and management complement and support each other — together focused on mission through different perspectives and actions. The partnership itself is critical in providing a communications headquarter for sharing information, addressing issues, and planning next steps appropriate to the individual and collective responsibilities. The partners themselves must figure out how to structure their partnership with intentionality based on good governance and management practices in serving the organization.

Figure 2. Partnership of the Board Chair and Chief Executive



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*Source: Richard T. Ingram, *Ten Basic Responsibilities of Nonprofit Boards, Second Edition* (BoardSource 2009).

**Source: Rick Moyers, *The Nonprofit Chief Executive's Ten Basic Responsibilities, Second Edition* (BoardSource, 2012).

COMMUNICATION

Supporting the chief executive is one way the board chair can also support the organization. Open communication on a weekly basis is highly important, whether by e-mail, telephone, video conferencing, in person, or some combination. You may discuss a specific item or simply check in to see how things are going. You should have at least one in-person meeting each month over breakfast, lunch, or coffee, inside or outside the office, but in a quiet space where confidentiality can be maintained. In national organizations where the board chair and chief executive live in different places, meetings may be a challenge, so you should make an extra effort to use other forms of communication.

Make it clear to the chief executive from the start that the board wants to keep abreast of problems as they occur, along with trends, opportunities, or general concerns that are worthy of discussion. No board chair likes surprises; you want transparency and accountability in all transactions and interactions and, therefore, frequent communication is essential. Similarly, you owe it to the chief executive to keep him or her informed of any board concerns about the effective operations of the board and the organization. It is your responsibility to ensure that board members who may have direct contact with the chief executive, such as the treasurer or other committee chairs, bring any concerns about their relationships with the executive to you instead of voicing them directly. If it seems that the chief executive is under constant bombardment by board members, then it is the chair's responsibility to act as a gatekeeper, and determine a more concise flow of information.

If communication difficulties with the chief executive escalate to the point where only the intervention of an objective third party can help, it could be useful to ask a consultant to mediate and help arrive at a solution. If the conflict relates to a governance issue, a board governance consultant may be helpful.

PROFESSIONAL BOUNDARIES

The board chair and chief executive must have a professional relationship with clear boundaries. However, as the partnership develops, you may share personal information as you get to know one another, adding a humanizing element and creating a less perfunctory relationship. You may also gain a larger context of understanding about what each of you brings to your role.

It's important to be aware of how the personal may affect the professional. For example, if either the chief executive or board chair faces an emergency with a family member, how will the other person's responsibilities be handled? How can you help each other, and, if necessary, how can another staff or board member temporarily step up to assist the organization? Avoid allowing the personal relationship to dominate the professional one.

TIPS FOR A POSITIVE RELATIONSHIP

1. Communicate openly and often, sharing both good and bad news.
2. Address concerns and sensitive issues.
3. Keep individual egos in check, and don't compete for the limelight.
4. Be considerate and respectful.
5. Clarify and share mutual expectations about roles and responsibilities in the context of a shared purpose.
6. Work within the limits placed on the relationship, such as those established in agency bylaws and policies or by a national association or accrediting body.
7. Acknowledge each other's contributions to the work of the partnership.

PARTNERSHIP CHALLENGES

How the board chair and chief executive resolve the challenges in their relationship sets the tone for the board chair's term in office and may affect other board and staff relationships, creating additional tensions, divided loyalties, and unwelcome schisms.[4] If the differences are unchecked, the work of the board suffers.

Part of the challenge in forging a partnership is dealing with uncomfortable issues and problems. Often, new board chairs are not quite sure how to use their authority. At times this uncertainty looks like compliance with the norm. For example, one incoming board chair remarked that her chief executive routinely chooses the members of the nominating committee and was a member himself. She was content to follow the current organizational practices and assumed it was acceptable. By simply accepting a "routine" practice without assessing it from the perspective of good governance practices, this board chair let personal issues take precedence over good governance. Challenging a strong chief executive is not an easy task for a new board chair (or even an existing one), but in the context of good governance and effective leadership, challenging old practices may need to occur.

Both you and the chief executive bring your personal histories to the partnership, creating interactions different from each past one. Outside variables may enter into the equation to complicate the board chair-chief executive partnership, including

[4] BoardSource, *The Nonprofit Board Answer Book: A Practical Guide for Board Members and Chief Executives, Third Edition.* (San Francisco, CA: Jossey-Bass, 2012).

- gender similarities or differences
- age similarities or differences
- ethnic, cultural, or religious similarities or differences
- tenure of the chief executive (new or veteran)
- work and volunteer history, occupation of the board chair
- personality type (quiet or overbearing)
- range of communication skills
- assertiveness or lack thereof
- degree of confidence in oneself and in the other person
- personal integrity or lack thereof
- fear of hurting one another's feelings, making waves, opening Pandora's box, undermining current practices
- feeling overwhelmed or being in over one's head
- feeling uncertain, intimidated, unmotivated, anxious

Consciously or unconsciously, these variables can easily undermine the working relationship and the balance of power between the chair and the chief executive. Building a collaborative relationship requires finding common ground from which to operate while respecting your differences. Your attention to the partnership must focus on the reality and the perception. For example, one chair expressed reservations about the chief executive's role in financial matters. The chief executive appeared to maintain control over budget issues and would not share information as requested with the board chair or treasurer. Asserting herself, the current board chair initiated a discussion with the chief executive on role expectations. The chair had to put aside her own issues, such as having less financial experience, avoiding confrontation, and fearing stepping on the executive's turf, to focus on her board leadership role.

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SUPERVISING THE CHIEF EXECUTIVE — THE BOARD CHAIR'S ROLE

Carrying out the board's responsibility to "support and evaluate the chief executive" and representing the board, the board chair is the chief executive's supervisor. Every board member cannot serve this function. Imagine a workplace where you were accountable to five to 40 *direct* supervisors! Board members will have direct contact with the chief executive in working on projects and tasks, but if there are problems in these relationships, the board chair needs to be informed. At the same time, the chief executive may have problems with a board member and this, too, should be discussed with the board chair. The chief executive and board members must know the process for dealing with concerns in these relationships. Even though the board chair is the conduit between the chief executive and the board, all board members should give their feedback in the executive's annual performance evaluation.

Board Chair's Reminders

- ✓Frame the partnership in the context of good governance practices.
- ✓Be sensitive to the many variables that can influence the success or failure of this key relationship, and have the courage to act to bring about change.
- ✓Have clear mutual expectations around roles and responsibilities.
- ✓Maintain open lines of communication.
- ✓Periodically assess the health of the partnership in the areas of trust, respect, communication, purpose, expectations, attitudes, and boundaries.

CHAPTER 4
Communication and Facilitation Skills

Communication happens in a social context and takes on varied formats from face-to-face verbal contacts to 140-character tweets. Regardless of the types of communication formats one uses, these social interactions can benefit from applying basic communication skills that bode well for everyone as both senders and receivers of information.

Strong communication skills are essential for an effective board chair because of the need to facilitate board meetings, represent the organization in different settings and situations, create and cultivate relationships, and meet with diverse stakeholders. Some circumstances — such as board meetings — require the chair to create an atmosphere in which everyone is invited to share their opinions through facilitated discussion and dialogue. In other contexts — such as meetings with funders — the board chair represents the organization and communicates on its behalf.

We often assume that anyone who becomes a board chair already is a good communicator, but that is not necessarily the case. The following basic skills and pointers will assist you in becoming a stronger communicator.

INDIVIDUAL COMMUNICATION SKILLS

Listening

The board chair should be the role model for an effective listener. Listening takes energy, focus, and patience. You may hear some of the facts and details but miss the real meaning or complete message, especially when you have something else on your mind or are distracted by other conversations. A focused listener can

- ask a question for more clarification
- make a statement to provide clarification or information
- respond with empathy to show understanding
- use confrontation to identify a discrepancy, distortion, or contradiction
- make an appropriate transition to another topic

It is important to strike a balance between listening to what the other person has to say followed by a contextual response and having a preplanned agenda for what you want or need to say without regard for other comments or context.

As board chair, you may need to break bad listening habits that have developed over time. It helps to take a personal inventory using the Listening Skills Exercise (see sidebar). Ask for feedback from others to help you address the needed changes.

LISTENING SKILLS EXERCISE

Identify personal strengths

1. How does my nonverbal behavior show that I am listening?
2. How do my verbal responses show that I am listening?
3. How do I put the speaker at ease?
4. How do I show interest in and respect for the speaker?
5. What are my strengths as a listener?

Identify personal obstacles

1. Do I pretend to listen, but my nonverbal communication gives me away?
2. Do I pretend to listen, but I am bored, distracted, or daydreaming?
3. Do I hear the facts but miss the real meaning of the message?
4. Am I preoccupied with my own agenda, which prevents me from listening?
5. Do I interrupt others?
6. Do I have selective listening?
7. Do I make assumptions about the message without listening fully to what is actually being said?
8. Do I respond defensively?
9. Am I reactive or impatient?
10. Do I multitask while I am listening?

During board meetings, remember these two basic principles of listening:

1. Don't simply ignore what a person has to say, even if it is off topic. Show respect by conveying that you heard the comment. For example, "I appreciate your concern for the ABC program, which we can address at another time, but today we need to discuss the community outreach project." Or, "You seem to have some strong concerns about the fundraising event, but as a

board, we had agreed to move forward with it. Since we have other agenda items and limited time, let's see if we can find some other time to talk about it."

2. Don't pretend to listen. Stay focused on board members' remarks. When distracted, ask the other board members: "Who can help summarize this discussion?" The chair can offer a summary as well and then ask the board to help fill in what has been missed.

Using Questions

Questions encourage the communication of relevant information. When used appropriately, questions offer some direction without restricting the response or being suggestive. In forming questions, choose between closed- and open-ended questions. Closed-ended questions begin with do, does, did, have, is, should, could, or would. They invite a simple yes-no or one-word response. Open-ended questions seek a more open, detailed response and usually begin with what or how. Ask yourself what is the intent of your question and what type of response you are seeking. Some examples:

Closed-ended	Open-ended
Do you want the committee chair to present to the board?	What are your thoughts about having the committee chair present to the board?
Do you think it is a mistake to do this fundraiser?	What are the risks of doing this fundraiser?
Should I recommend the program changes at the next meeting?	How should I present the recommended program changes to the board?
Is she attending the task force meetings?	How is she contributing to the task force deliberations?
Is it a good option?	What are the pros and cons of this option?

Framing the appropriate question takes some thought. A board chair has the responsibility to ensure clarity and not lead a person's response in one direction or another. Remember these pointers:

1. Don't ask leading or suggestive questions that put words in the other person's mouth and show no respect for his or her opinion: "You *do* want to build that new facility, *don't you*?" "What do you think of Taylor's *ridiculous* idea?" "Do you really want to handle it that way?"

2. Don't ask double questions. When a person is eager to gather information, two or more questions may be asked at the same time. The response will usually be to the second of the two questions, and the first question is lost.

A great tool for asking the right questions to expand the breadth and depth of information needed for decision making is Bloom's Taxonomy. It focuses on teaching and learning and is used widely in designing curriculum in education, but its application can be more widespread. Benjamin Bloom's (1956) taxonomy of cognitive thinking sets forth the idea that there is a continuum that acknowledges the complexity of different ways of thinking (and learning). According to Bloom, there are six levels of thinking ranging from the concrete level of knowing to the more abstract level of evaluating. Subsequent follow-up to Bloom's work reverses the two highest orders of thinking and places "synthesizing" at the top.

Continuum from Concrete Thinking Abstract Thinking

Bloom's Original Taxonomy[5]: Knowledge→Comprehension→Application→Analysis→Synthesis→Evaluation
Anderson & Krathwohl's Updated Bloom's Taxonomy: Remember→Understand→Apply→Analyze→Evaluate→Create

In each knowledge category, there are action verbs used to facilitate thinking about information in different ways. Anderson and Krathwohl provide the following[6]:

Remember:	retrieve, recognize, recall
Understand:	construct meaning, exemplify, classify, explain, infer, compare, summarize
Apply:	execute, implement, integrate
Analyze:	differentiate, organize, deconstruct, attribute
Evaluate:	justify, check, critique
Create:	generate, plan, produce

The board chair can build on each of these categories to generate broad thinking about a situation, issue, challenge, etc. All levels of concrete to abstract thinking are necessary. In order to think abstractly, concrete thinking, e.g., recognizing the facts, is a necessary foundation to any of the other categories.

[5] Benjamin S. Bloom, ed. *Taxonomy of Educational Objectives: Book 1: Cognitive Domain* (New York: Longman, 1956, 1984).

[6] Lorin W. Anderson and David R. Krathwohl, eds. *A Taxonomy for Learning, Teaching, and Assessing,* Abridged Edition. (New York: Addison Wesley Longman, 2001), p. 31.

ILLUSTRATION OF THE UPDATED BLOOM'S TAXONOMY IN THE BOARDROOM

The board is having a discussion on sector trends. The chief executive has provided the board with a list of four trends she compiled from professional newsletters and input from her management staff. The board chair is facilitating discussion with the ultimate goal of having the board create a response to these sector trends specific to their nonprofit.

Using both her individual communication and group facilitation skills, the board chair directs the discussion to make sure everyone understands concretely each of the four trends before shifting the group discussion abstractly.

Remember:	dissemination of four-factor list of sector trends
Understand:	explain each of the trends with accompanying evidence
Apply:	integrate how the trends (positive and negative) impact our nonprofit organization
Analyze:	differentiate the impact of one trend to another on our nonprofit organization
Evaluate:	critique minimal vs. maximum impact – both positive and negative – on our nonprofit
Create:	generate an action plan to mitigate against negative impact and to capture the positive opportunities for our nonprofit organization

Probing for Shared Meaning

"He is doing great as treasurer." "I think our board meeting went well." "The board member seemed agitated." Without additional probing to uncover the meaning of the words in each of these comments, you might assume that you have achieved shared meaning, but in fact the meaning is incomplete. The treasurer is great because he shows up for meetings? Initiated a new accounting system? Is personable? Explains the budget in terms that everyone understands? The board meeting went well because it was quick? No one argued? There was debate? Sam wasn't there? The materials were helpful? A decision was made? The board member was agitated because he had a bad day at work? Didn't like what Lee said about the strategic plan? Didn't like coming out in the rain tonight? Got a speeding ticket today?

What do great, well, and agitated mean in these examples? You need to ask rather than assume: "Give me an example of what you mean by great." "What made you think it went well?" "What do you mean by agitated?" Establishing shared meaning requires probing for further details and not accepting words and statements at face value. Do not assume that you understand what is said. We sometimes create meaning that differs from what the speaker intended. If you do not probe for clarification, you cannot achieve shared meaning, and consequently, decisions may be made based on assumptions, inaccurate or limited information, and false meaning.

Empathy

When you show empathy, you understand a person's message, provide support, and encourage dialogue and clarity. Empathy supports all voices being heard and understood in the process of deliberating, creating consensus, and completing tasks. It's not about agreeing with or judging a person's message; it's about understanding the message and showing respect for the person.

An astute board chair can listen to a person's verbal message and, at the same time, understand the feeling behind the message and communicate it back to the speaker. The key to expressing empathy is thinking with the person, not for or about him or her. It means going beyond the non-empathic response of "I understand what you mean." Anyone can say that statement without truly understanding what the person means!

> **Board member:** "This donor refuses to acknowledge our organization's need to engage in community outreach."
>
> **Board chair:** "You seem somewhat frustrated by the donor's response to our community outreach plan."
>
> **Committee chair:** "We had productive discussions and completed a list of recommendations with just three meetings!"
>
> **Board chair:** "It sounds like you are extremely pleased with the work of your committee."
>
> **Board member:** "I appreciate the opportunity for open, candid board discussions and want to continue contributing to the dialogue."
>
> **Board chair:** "It sounds like being an active, engaged board member is important to you."

Treasurer: "I have been treasurer for two other nonprofits during the past six years."

Board chair: "You certainly bring a wealth of knowledge to this position, and I hope you can share some of it to help educate our board about fiscal affairs."

Chief executive: "Meeting with the board chair twice a month has always worked well for me in the past."

Board chair: "It sounds like you want to continue this arrangement and would feel a bit hesitant to make a change."

When expressing empathy, do so with flexibility and tentativeness rather than stating a fact. Frame the statement with *perhaps, it sounds like, it appears, or it seems.* This approach allows the other person to let you know whether you have hit the mark and truly understand the original message.

Confrontation and Assertiveness

Confrontation is a difficult communication skill to apply appropriately. It requires taking responsibility for what you say and presenting the message in an assertive manner without putting the respondent on the defensive. Confrontation is used when there are

- differing perceptions of a situation or circumstance
- contradictory comments, attitudes, and behaviors being expressed verbally or nonverbally
- issues or concerns being ignored or not raised.

These conditions interfere with achieving responsible, frank, and constructive discussions, and ultimately they may hinder the quality of the discussion outcomes when left unchecked. Using confrontation requires an assertive response, which means taking responsibility by using "I" messages. Such messages require a tentative rather than an accusatory tone to give the respondent room to respond. The goal is to enhance communication, not force the respondent to shut down. Differing perceptions, contradictory statements, and concerns not raised/ignored are not ends in themselves. By using confrontation, these items are brought to the table for substantive discussion that encourages participants to see the larger picture through multiple lenses. In other words, confrontation is a skill used to bring about generative discussion and deliberation.

Board chair: "You say that you support this resolution, but I get the sense that you have some genuine concerns. Please share your thoughts."

Board chair: "So far we have only heard the pros of this fundraising opportunity. What are the down sides to it?"

Board chair: "I have a different take on it. I am wondering if it was not a malicious response at all, but rather one reflecting limited facts and information."

Board chair: "Part of board membership requires your presence at board meetings. I am concerned that you have not attended the last three meetings."

GROUP FACILITATION SKILLS

One-on-one communication skills — listening, question formulation, probing for shared meaning, empathy, and confrontation — become the foundation for group facilitation skills. For a board chair, the challenge is to apply these skills in dialogue with a group of individuals. As a group facilitator, you must show attentiveness, responsiveness, and flexibility around the group process and, at the same time, acknowledge and respond to individual comments in a nonjudgmental manner — all while respecting the allotted time and focusing on the task at hand. It requires skill to direct participants' comments to remain on task and to help clarify and summarize points that others are making. The objective is to facilitate candid discussions of complex issues or the task at hand without "unwittingly encouraging board members to suppress or channel dissent in destructive ways." Dissent does not equal disloyalty, but rather is a sign that inquiry and robust discourse are valued.[7]

As group facilitator, you should check with other board members for their reactions and thoughts about needed clarification and suggestions or comments made by others. Encourage everyone's participation. Support the following group process ground rules:

- Everyone has a voice.
- Everyone has a right to be heard.
- Be respectful and considerate of others.
- Only one person speaks at a time, and no one person dominates the dialogue.

[7] Nancy Axelrod, "Curious Boards," *Board Member,* May/June 2006, p. 9.

INTROVERTS AND EXTROVERTS

One factor that affects group dynamics is the board's composition of introverts and extroverts. This factor may not come into play when recruiting new board members, yet it is important to be aware of this dynamic and create group processes and ground rules to maximize input from both introverts and extroverts.

Both introverts and extroverts are competent, bright, assertive, and participatory board members, but they do execute the same role differentially (personal qualities intersecting with the job description). Extroverts tend to think aloud, put themselves out there first, enjoy social interactions, and have dynamic personalities. Introverts tend to think before they speak, be more reflective and introspective, prefer to work quietly, and may appear to be distant and reserved.

Due to the fact that extroverts are more outgoing and talkative, it is easier for them to dominate a discussion and drown out other voices. An introvert may not speak at all until asked to do so but may be sitting quietly and absorbing what is being said before crafting his or her thoughtful response. Don't be fooled into thinking that a quiet board member has nothing of substance to share, and, at the same time don't be fooled into thinking that a talkative board member always has something of substance to share! Apply your group facilitation skills in drawing out the introvert and quieting the extrovert when necessary.

At times, a board chair may need to challenge board members who do not appear to be listening or engaged — sending e-mails on their cellphones or electronic tablets, conducting side conversations, or simply daydreaming. You may also need to challenge board members who are overly engaged — perhaps interrupting, making aggressive comments that attack or judge others, or dominating discussions. Both behaviors are inappropriate, and they require action by the board chair to reinforce the ground rules and hold each member accountable. The board chair must provide the leadership to manage the board process, which includes responding to troublesome behaviors by a board member, as reinforced in Katha Kissman's *Taming the Troublesome Board Member.* Egregious behavior may best be addressed outside the boardroom in a meeting with the board member to discuss, by sharing specific examples, how his or her behavior is disruptive to the work of the board.

Working within the time constraints of a board meeting requires skill as a group facilitator and realism when creating a meeting agenda. Don't be overly ambitious with a long agenda, which may push you to facilitate on a "fast forward" mode and limit the board's effectiveness. If you need a quick decision and members are still deliberating, you may ask to remove the next agenda item, if appropriate. Or you may facilitate closure of the discussion and help the board decide what should happen next: allow further board discussion now, send the matter back to the committee or task force, or move for a vote or final decision.

You may need to be creative in giving each board member a voice within the prescribed timeframe of a meeting. One board chair divided her large board into smaller groups for purposeful discussion. She formed board member dyads and asked each dyad to generate a list of ideas for volunteer recruitment. Three dyads then formed small groups, and each group generated a list culled from the contributions of each dyad. The full board came together for discussion and developed a final list based on the work of the small groups. Ultimately, every board member contributed to the final product. (See Chapter 7 for information on board meetings and creating a board agenda.)

Board Chair's Reminders

- ✓Focus on both the intent and delivery of the message being communicated.
- ✓Apply communication skills differentially, taking into account the purpose of the exchange and the audience.
- ✓Strengthen communication skills by listening, formulating proper questions, probing to achieve clarification and shared meaning, demonstrating empathy, confronting difficult issues or obstacles, and being attentive to content and group dynamics.
- ✓Practice and ask for feedback from others on your use of effective communication and facilitation skills.

PART II

THE JOURNEY: OPTIMIZING THE WORK OF THE BOARD

The first four chapters of the book (Part I) provided a basic foundation of knowledge and skills needed to build the individual capacity of the person in the board chair role – enhancing the personal self, through expanding knowledge and skills, that is brought to bear in executing the board chair role. In Part II, the board chair's focus turns to building board capacity.

The board chair's leadership responsibilities and governance duties to optimize the work of the board fall into two broad categories: board process and board tasks. Board process is about building a strong team, and board tasks are what the team needs to accomplish its governance objectives. The board chair must sustain this dual focus to create a high-performing board that adds value to the organization. If you understand board process and work to enhance your knowledge and skills in that area, you will optimize the outcomes of board tasks. This section addresses both process and tasks, with an emphasis on process.

- Chapter 5 introduces a board development model that emphasizes the importance of cultivating board relationships. This model is the foundation for board process and recognizes the actual and potential contributions of board members to the organization.
- Chapter 6 explores successful decision making, a critical factor that has the power to optimize or diminish the board's work. The decision-making model embraces the necessity of all viewpoints, ideas, facts, opinions, and questions being placed on the table as part of generative thinking.
- Chapter 7 discusses the need for understanding and application of different work structures to frame the work of the board and enhance communications. A part of creating a work structure includes the structuring of the board meeting itself.
- Chapter 8 deals with resource development and fiscal oversight.
- Chapter 9 addresses the board chair's role in strategic and program planning.
- Chapter 10 details the benefits of performance evaluation for the board and the chief executive.

CHAPTER 5
Board Development

Effective board development practices help each board member develop a sense of ownership, responsibility, and commitment to the mission, vision, and values of the organization. If a board is functioning at its optimal level, chances are the organization is as well. Vibrant, healthy, responsive, forward-thinking boards tend to support vibrant, healthy, responsive, forward-thinking organizations. Board development provides a structure to maximize each board member's contributions to the board and the organization. Each individual should have a voice, feel valued, and play a compelling role as a team member.

> We spend a great deal of time vetting out the "right fit" for the culture of the board. We understand that personality plays an important role in the board dynamic. We have several rounds of meetings with each potential candidate.
>
> *– Chief Executive*

Developing, educating, or building a board all have the same objective: to create an effective board that is mindful of its own role and responsibilities, motivated by the mission of the organization, willing and able to participate actively in board leadership, and qualified to guide the organization forward. The board chair is responsible for ensuring that comprehensive board development initiatives are in place. A governance committee, in partnership with the board chair and the chief executive, should create a board development plan and lead these initiatives. Operationalizing the board development model is a deliberate task requiring a well thought out board development plan that meets the needs of your particular nonprofit. The board development initiatives may ebb and flow depending on the time of year (for example, multiple tasks related to the ending of board member terms) and some initiatives may be time sensitive (for example, identifying a slate of new board members).

A comprehensive board development plan has the potential to build human capital for the organization. The focus of board development is to cultivate human capital — the human capital affiliated with your organization. Recognizing this fact puts into play a range of tasks to educate, support, and show respect for the individuals who have stepped forward to SERVE your organization in the best ways possible. It is paramount to the sustainability of an organization.

A typical board development model has three purposes: to identify and engage individuals as potential board members, to maximize each board member's contributions to the board, and to maintain engagement of outgoing board members. Board development activities can be organized in four categories, each with a distinct target audience:

- Identification (potential board members)
- Orientation (new board members)
- Sustainability (ongoing board members)
- Preservation (outgoing board members)

> We aim high. These people are very busy; we need to get in their pipeline for board service. We also do not compromise on our requirements for board service.
>
> *– Chief Executive*

IDENTIFICATION

The foundation of board development is identifying potential board members and creating opportunities for engagement and leadership development. Identification begins with each contact a board or staff member has in the community with volunteers, organizational members, other service providers, consumers, or clients. Each contact may be an opportunity to identify a potential board candidate. One never knows who will ultimately become the next board member. Identifying future board members is a shared task between the board and senior staff. With guidelines of what the organization is looking for in a potential board member, anyone can be asked to submit a person's name or two to be considered for board membership. The wider the social networks being tapped, the higher probability of identifying strong board candidates. Depending on the nonprofit, the board chair appoints or the board/membership elects a governance committee chair to lead the process to identify future board members, considering both short-term and long-term board needs.

Boards have different ways of assessing candidate interest and potential. Some nonprofits have a leadership development program offered once or twice each year for potential board members, who are invited to learn about the organization and develop leadership skills. Individuals invited to attend the leadership program and say "yes" may be asked for an upfront commitment to attend multiple sessions. If there are scheduling conflicts for someone who has expressed interest in the program, he/she should be given future consideration to receive a second invitation for the next scheduled round of sessions. Leadership development programs usually have multiple sessions over a timeframe anywhere from one month to one year. One

organization divides its 15-20 participants in small work groups and each group is charged with presenting information after conducting research about a particular unit of the organization. They interview staff, meet with volunteers, review written materials, and observe work being conducted (when appropriate). These sessions are good indicators of whether serving on the board, or as a volunteer in another capacity other than board service, would be a good fit. From the prospective board member's viewpoint, this preliminary training shows the organization's commitment to leadership development and can be a very positive first-time exposure to the organization. (See sample recruitment letter in Appendix 4.)

Coordinating a leadership development program falls under the work of the governance committee. Any leadership program should be customized to fit the needs of the organization. Items such as program timeframe, number of sessions, number of participants, session formats, and content need to be realistic for individuals who are participants and realistic in the context of the organization's resources. After completing the first leadership program, be sure to solicit feedback from participants to get their input as to what worked and what did not work as you plan for the next program.

How do organizations recruit board members? According to the *BoardSource Nonprofit Governance Index 2012,* these are the top five recruitment practices.

- 88% - Asked for board member recommendations
- 69% - Evaluated board composition via a gap analysis or matrix
- 63% - Invited non-board members to serve on committees
- 63% - Cultivated relationships with colleagues or community leaders
- 41% - Cultivated relationships with corporations or other organizations

As board chair, you have these responsibilities in board member identification:

- Network in the community to identify new volunteers and lay leaders. Initiate discussion about the organization and assess interest or curiosity. Make sure that someone from the organization follows through in contacting any leads.
- Attend organizational events geared to increasing individual engagement. Speak passionately about your work on behalf of the organization as well as the organization's contributions to the community.
- Participate in leadership-building or mentoring programs. Show that the board is welcoming and committed to building new leaders.
- Be visible.

ORIENTATION

Board members new to your board may have served on other boards. As we well know, all boards do not look or act alike. One board member, who served on a number of community boards, stated that his allegiance was more aligned with those organizations that had a formal orientation focused on knowledge and tools to assist him make the most of his board role and responsibilities. Expectations were clear. He felt confident speaking up at board meetings, developed a good understanding of his governance role, and could be more deliberate in assessing "best board practices" when choosing which organizations to support with his time and money.

For new board members, board orientation helps to

- develop an understanding of the organization
- develop an understanding of board member roles and responsibilities
- increase confidence and comfort level with board service
- cultivate relationships with current board members

> According to the *BoardSource Nonprofit Governance Index 2012*, more than 70 percent of chief executives with a structured board orientation process describe their board members as "very well informed" or "well informed." Only 43 percent of chief executives without a structured board orientation process describe their board as "very well informed" or "well informed.

New members joining the board should have some familiarity with the organization's mission, goals, vision, finances, programs and services, and other basic details before their first board meeting. They should also have information about the functions of the board and their role as board members. Most new board members find a board orientation program to be the best way to learn what they need to know. The board chair works closely with the chief executive and the governance committee to plan and present this program.

A structured orientation should feature presentations by the board chair and the chief executive as well as by select board members, and senior staff members. The board chair and board members explain what is expected in terms of attendance, behavior, standards of conduct, confidentiality, board responsibilities, conflict of interest, financial contributions, and relationships with the staff. The chief executive and staff cover the organization's history, current programs, purpose, strategic plan, and other pertinent information. New board members should receive a comprehensive board manual (hard copy, electronic, or access to a web-based version) that includes much of this information and can be used as a reference. Additional organizational information should include

- bylaws and policies
- strategic plan
- organizational chart
- board member list and contact information
- board structure and committees
- annual report and Form 990

Between the orientation and the board manual, new board members should have a good foundation for attending and participating in their first board meeting.

After the orientation or before the first board meeting, many organizations host a social hour for new board members to meet their colleagues. Consider inviting past board chairs to represent the rich continuum of the organization's board leadership.

A mentoring program is a good tool for new board members, and it supports the effectiveness of both incoming and seasoned members. A mentor can help to make the new board member feel comfortable at the first board meeting and/or social event. The mentor may be asked to introduce, formally or informally, the mentee to other board members. A mentor-mentee relationship is a safe haven where a new member can air questions and concerns that he or she may hesitate to raise elsewhere.

Beyond your presentation at the orientation program, you have other responsibilities as board chair:

- Make sure each new board member meets with the chair and the chief executive. These informal sessions are a reciprocal opportunity to get to know one other, to begin identifying the new member's strengths and interests, and to answer questions about the board and the organization. If board members are required to serve on a committee or task force, they can use this meeting to explore options. In some organizations, the meetings are held jointly with the chair and the chief executive.
- Delegate a board member or committee to oversee mentoring of new board members.
- As appropriate, schedule meetings with the chief executive and each new board officer or member who has a portfolio responsibility (for example, resource development, program planning and evaluation, strategic planning).
- Be engaged.

SUSTAINABILITY

It is easy to overlook those individuals who have been serving on the board but are past being considered "new" board members. Too often assumptions are made (without asking them directly) about their engagement, contributions, and overall satisfaction with their board role as they enter the second or third year of their board term. Board member sustainability supports the individuals engaged in doing the board's work. Consequently, the organization's human capital is advanced.

Sustaining the interest, engagements, and abilities of board members serves to

- enhance their sense of ownership, responsibility, leadership, and accountability as organizational stewards
- strengthen their working relationships with one another
- sustain quality governance and decision making

As board chair, you need to cultivate strong one-on-one relationships with each board member. Show respect for and value each person, engage in open communication, be empathic and nonjudgmental, create trustworthiness, and do not ignore or take anyone's contributions for granted.

A special session for current board chairs to discuss their most challenging issues was held at the *BoardSource Leadership Forum.* The issues that emerged fell into six categories, one of which was board engagement. As board chairs were asked to choose one of the six smaller groups for more in depth discussion, the board engagement group emerged as the most popular one.

Recommendations for enhancing board engagement included the following:

- Create a board meeting agenda that is not "information-only;" use a consent agenda in its place.
- Create a board meeting culture of inquiry and generative thinking, not simply oversight.
- Use a board retreat to build relationships among board members.
- Ask other board members to prepare a presentation and/or facilitate a discussion at a board meeting.
- At the beginning of a board meeting, highlight a board member's accomplishments/contributions to the board.
- Take the time to build one-on-one relationships with each board member.

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For the board chair, building and sustaining relationships is an ongoing process that helps you engage and be engaged — not a one-time activity with new board members. The board chair's relationships with experienced board members keep you connected to their changing and developing interests. It is easy to assume that an individual will simply continue serving in the same capacity year after year: same committee assignment, same task force, or same focus in an area of expertise. One board chair wrapped up her first year in office by making personal contacts with every member to ask about his or her committee work. Board service is more satisfying when a person has the chance to change assignments and explore new interests.

The board chair should identify opportunities for board members to build individual leadership capacity, which serves a dual purpose: getting work done and planning for board leadership succession. By asking board members to serve as mentors for new board members and to lead initiatives or tasks outside their areas of expertise or comfort zone, you will cultivate relationships and nurture leadership potential in people who can function from multiple perspectives, not just from what they know or do best.

In addition to relationship building, promoting board sustainability includes these responsibilities for a board chair:

- Focus on board communications (see Chapter 7), including the following:
  - Work with the chief executive to ensure that members receive useful meeting materials in enough time to review them.
  - Use group facilitation skills and other creative techniques to enhance discussion, communication, and decision making at board meetings.
  - Speak at training sessions for committee and task force chairs about their role supporting the work of the board and the formal board reporting process.
  - Work with the chief executive to determine which reports should be presented to the board.
- Hold periodic board retreats. The focus depends on the board's needs related to process and tasks as well as big-picture issues.
- Schedule comprehensive board self-assessments, which includes board feedback and action items. Self-assessment is a sign that the board takes its work seriously, is open to constructive feedback, and acknowledges that there is always room for improvement (see Chapter 10).

- Delegate leadership responsibilities to board members.
- Encourage other board members to attend community and organizational events.
- Be available.

PRESERVATION

Preserving relationships with former board members and board chairs, an important focus of board development, benefits the organization because these leaders will

- feel gratified that they have made a contribution
- continue in their roles as organizational ambassadors
- find new opportunities beyond board service for engagement

Remembering that so much time and effort have been invested in building strong and significant relationships for the good of the organization, why stop when an individual's board term has expired? In fact, most board members stay involved with their organization after leaving the board.

The organization needs to maintain regular communication linkages with outgoing board members/chairs. Although no longer serving on the board, they have the potential to continue serving the organization as community ambassadors. Hopefully, they can engage others as they speak well about the organization from their personal experiences. Keeping past board members/chairs updated on the work of the organization provides new information that they can turn around and share with others — family, friends, neighbors, and new contacts. For example, as the organization casts a wider net in identifying potential board members and volunteers, past board members/chairs could be asked to tap into their social networks. With their updated information about the organization, they can use this knowledge to help recruit. In addition, they can be asked to submit names of potential donors. Recognizing that each past board member/chair has social capital, i.e., a social network of family, friends, colleagues — all with a range of resources such as money, time, skills, expertise, and connections that may be accessed for the good of the organization, reinforces the need for deliberateness of this preservation task. (If your organization uses a community advisory committee, the same goes for outgoing members of this group.)

Though the momentum to preserve these relationships must continue, the shift in roles must be clearly understood. Sometimes board members may find it difficult to relinquish the power and authority of the board role. Instead, they can take on

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new volunteer responsibilities. One organization asked an outgoing board chair to lead a task force of former board chairs to plan an anniversary celebration. Another outgoing board member was asked to chair an ad-hoc special events committee.

As board chair, you can preserve relationships with outgoing board members in a number of ways:

- Convey your personal thanks. You might host a social event, make a phone call, write a note, make a donation to the organization in honor of the board member, or publicly acknowledge him or her at a board or annual meeting.
- Provide the opportunity for closure and show respect for their contributions. Consider setting aside time at the final board meeting for each person who wants to speak, or delegate a committee or task force to conduct exit interviews.
- Attend recognition events to honor past board members and board chairs.
- Identify and individualize opportunities for ongoing involvement, such as task forces, strategic planning, and special projects.
- Be gracious.

CHALLENGES

The board chair, chief executive, and governance committee invest considerable time and effort in creating and implementing a comprehensive board development plan. Ultimately, each of the four categories in the model — identification, orientation, sustainability, and preservation — is about building relationships. As board chair, you will concentrate primarily on sustainability to optimize the current work of the board. Here are some of the more delicate challenges you may face:

A Divided Board

Effective boards include individuals with diverse talents, expertise, backgrounds, and points of view. Differences of opinion are a sign of a vibrant, healthy board. But when differences escalate into divisions, they can prevent the board from making good decisions. As board chair, you are responsible for resolving conflicts. A seasoned board chair, who has developed credibility as having knowledge and experience may find it less challenging to deal with a divided board than a new board chair, whose credibility and skills may be tested by the board members' actions.

While allowing different viewpoints to be heard, the board chair needs to reinforce the context of decision-making in the best interests of the organization with the use of facts, not fiction or hearsay, as evidence to support each diverse opinion. You want to remain fair and open-minded in allowing such discourse, but, at the same

time, you may need to confront board members making inappropriate comments or spurious arguments, set boundaries for the discussion, and ultimately facilitate a resolution. If you cannot handle a situation as an objective mediator, you may need to ask the vice-chair, another board member, or even a consultant to step in. It may be appropriate to delegate responsibility for conflict resolution to the executive committee or a special task force.

If a divided board becomes the dominant culture of the board, perhaps a board retreat is indicated in order to address how these divisions impact the board's ability to govern; affect each member's obligations around duty of care, loyalty, and obedience; create reoccurring obstacles in accomplishing the organization's mission; and, in extreme cases, threaten the sustainability of the organization. The retreat can be a time for all board members to learn new team-building skills that still allow for diverse opinions in the boardroom, but then can move the discourse into constructive deliberation and decision for the sake of the organization.

> Board policy, procedures, and strategies must be in place before recruiting board members, and those members should be strategically selected. There is a great difference between sitting on a board and serving on a board.
>
> *– Chief Executive*

A Domineering Or Intimidating Board Member

The task of running a board meeting involves giving everyone a chance to contribute while not allowing one or a few members to dominate the discussion or intimidate others. A board may have a few members who seem to make all the decisions while the rest of the board acts as a rubber stamp. You should be aware of group dynamics and apply facilitation skills, making sure that more members have a voice by limiting each person's time to talk if necessary and drawing out comments from quieter members. You may need to talk privately with a member who frequently speaks out of turn, dominates discussions, or is verbally aggressive. These behaviors may intimidate other board members and create a dysfunctional working climate. Some board chairs ask members to fill out an informal evaluation form at the end of each meeting so they can air their concerns about the board process. Be sure to plan for follow-up to address the issues raised.

Personal issues should not be brought into the boardroom, but if these issues have an adverse affect on board performance, the chair must handle the situation with those who are responsible. One chair had to deal with the damaging comments of one board member who questioned the expertise of a board colleague during a discussion. The chair immediately asked the board member to refrain from making personal attacks, and later had a private chat with him about his conduct.

HOW TO HANDLE A BOARD MEMBER WITH A PERSONAL AGENDA

What happens when a board member — who also happens to be a major donor — brings a strong personal agenda into the boardroom? No donor should be allowed to hijack the board's agenda and its work. Relationship building comes into play here. In a private conversation, the board chair needs to listen to the board member's concerns and try to understand his or her personal agenda and its meaning. With this foundation, you may be able to point out that the person's concerns are already incorporated into the board's agenda, perhaps warranting further discussion at a board meeting or, as board chair, taking it up with the appropriate party. If the board member's own priorities disrupt the board's work, you may need to reinforce the board member role of good stewardship for the entire organization — not just one project or one service — and frame it in the context of good governance. If the donor/board member cannot get past his or her personal agenda, it may be time to part company or perhaps shift him or her into a different role in serving the organization outside the boardroom.

Sanctioning Or Terminating A Board Member

Before a person is elected to serve as a board member, information about board membership responsibilities and standards of conduct should be provided. For example, potential board members are fully entitled to know if there are time requirements other than attendance at board meetings. This may include service on a committee or task force, attendance at special events, or any additional work outside of regular board meetings specific to the organization. It is also important to be up front about the conflict-of-interest policy and its enforcement so a board candidate understands that membership requires the organization's needs taking precedence over personal or professional gains. Every board member should be familiar with the clauses in the bylaws that deal with board member removal.

As board chair, you carry out board policies related to sanctioning or terminating a board member. Violation of policies on such matters as attendance, boundaries, standards of conduct, and conflict of interest require a response. This is one of the toughest tasks faced by a board chair. From a governance perspective, you should approach each situation with an open mind and investigate the allegation to determine what actions need to be taken.

A board member may be sanctioned when he or she puts personal or professional interests ahead of the best interests of the organization. This includes

- using information learned as a board member in a different role outside the boardroom
- lack of diligence in carrying out the work of the board as an informed, engaged board member

- actions based on personal values and beliefs rather than support for the organization's mission and purpose
- not acknowledging a conflict of interest

There is no room for board member impropriety or the perception of impropriety. Acting on board policy, the board chair needs to hold each board member accountable for his or her actions or lack thereof.

If a board member misses too many meetings or does not show commitment to service, other members can become resentful. First, find out whether the board member or the board process is at fault. Is the board member absent because of personal problems that have little or nothing to do with his or her commitment? Or does the board member experience meetings as boring or unproductive with little opportunity for purposeful dialogue? Perhaps he or she does not feel valued and, therefore, does not see the need to attend a meeting.

Since every board member is a legal steward of the organization and is accountable for the work of the board, attendance at board meetings should be mandatory. All members should receive a meeting schedule at the beginning of the board year so they can plan appropriately. Each board must decide how to carry out its attendance policy and recognize the pros and cons of sanctioning a board member. For example, a board that meets every other month could have a policy that a member who misses two board meetings in a row without a reasonable excuse (such as illness or family emergency) may be asked to relinquish his or her board position or be put on notice that he or she may be asked to step down after one more missed meeting. Before enforcing an attendance policy, the chair should meet with the board member to clarify the situation and decide on a course of action. The bylaws should have clear guidelines to allow the board chair to make a fair and just decision on how to proceed.

Board members may have many valid reasons for their inability to attend meetings, including geographic distance, increased professional responsibilities, personal/family illness, and feeling overwhelmed by other commitments. Regardless of the reason, the board needs to accomplish its work, so the chair may need to take action. Board members who regularly miss board meetings and are unable to meet their board responsibilities may be able to step down from the board but serve the organization in another capacity — as a committee member or volunteer, for example. Perhaps the timing of being a board member is not working out for now but may be better a year from now. Stepping down does not mean stepping out. This, too, is part of board member preservation. (See Appendix 4 for sample correspondence to board members.)

Board Chair's Reminders

- ✓Be proactive in using the board development model to identify and engage individuals as potential board members, maximize each board member's contributions to the board, and maintain engagement of outgoing board members.
- ✓Ensure that board development initiatives exist for board member identification, orientation, sustainability, and preservation.
- ✓Cultivate and sustain relationships with new, ongoing, or outgoing board members for optimizing the work of the board.
- ✓Manage individual and group issues that challenge the healthy functioning of the board.

CHAPTER 6
Generative Thinking and Decision Making

How board decisions are made depends in large part on the leadership of the board chair. People look to the chair as a role model for addressing immediate and long-range concerns in a proactive way. It's up to the board chair to lead the board to "better goals, better questions, and a better sense of problems and opportunities."[8] Effective communication and facilitation skills (as addressed in Chapter 4) provide the board chair with a foundation for creating an optimal decision-making process (the means) and leading to strong outcomes (the ends). A decision-making model infused with generative thinking will guide the board in achieving *better outcomes.*

GENERATIVE THINKING

The psychologist Erik Erikson, who theorized about child and adult behavior, described the developmental task of middle adulthood as "generativity vs. stagnation." He defined generativity as "concern for establishing and guiding the next generation," which reaches beyond one's immediate, personal needs.[9] According to Erikson, without generativity, there is stagnation, characterized by "interpersonal impoverishment" and an inability to connect outside of oneself. Stagnation represents immobilization — the inability to move forward and thrive.

Richard P. Chait, William P. Ryan, and Barbara E. Taylor present a similar case for organizational generativity. They describe generative thinking as a cognitive process providing a necessary construct for shaping the work of the board and leading to effective board governance. Generative thinking offers a "think tank" framework for moving an organization forward by

- identifying all cues and clues to extrapolate meaning
- adapting multiple organizational frames of reference (such as organizational policies and procedures, human resources, power and politics, and organizational culture)
- using the past to frame the future[10]

[8] Richard P. Chait, William P. Ryan, and Barbara E. Taylor, *Governance as Leadership: Reframing the Work of Nonprofit Boards* (Hoboken, N.J.: John Wiley & Sons, 2005), p. 85.

[9] Erik H. Erikson, *Identity: Youth and Crisis* (New York: W.W. Norton, 1968), p. 138.

[10] Chait et al., *Governance as Leadership,* pp. 85-88.

Generative thinking benefits from the interchange of diverse voices and should be infused in every aspect of board tasks, from setting mission, to solving problems, to setting strategy, to evaluating outcomes. Such a deliberate cognitive process requires the board chair to facilitate dialogue that helps the board analyze and synthesize information from multiple sources. In achieving shared meaning and gaining insights into this material, the board chair should encourage openness to explore multiple frames of reference, from which emerge a range of strategies and options for decision making — hence, better outcomes.

QUESTIONS THAT STIMULATE GENERATIVE THINKING

Chait, Ryan, and Taylor suggest the use of catalytic questions "that invite creativity, exploration, and do not depend largely on data and logic to answer." [11]

- What keeps you awake at night about the organization?
- What are we missing in this discussion?
- How can we frame this situation differently?
- What best explains our recent successes? Our setbacks?
- What headline would we most/least like to see about the organization?
- What is the biggest gap between what the organization claims it is and what it actually is?
- How do we incorporate the organization's core values in our work?
- What is the best possible outcome? The worst-case scenario?
- How would we operate differently as a for-profit organization?
- If you were on the board of a competing organization, what would you do to most effectively compete against us?

A board chair should encourage generative thinking even when it is not related to specific tasks. William P. Ryan suggests carving out generative space at board meetings to promote robust discourse.[12] For example, have index cards available at the end of a meeting for members to write down any unfinished or new thoughts and concerns or business not addressed at the meeting. Collect the cards, and raise these points at the beginning of the next meeting. Another idea is to give the chief executive the same opportunity to raise general issues and concerns from his or her perspective.

[11] Chait et al., *Governance as Leadership,* p. 123.

[12] William P. Ryan, *"Governance as Leadership: Practice Applications and Implications,"* presentation at the BoardSource Leadership Forum, Chicago, December 4, 2006.

Generative thinking, as mandatory for good stewardship, supports purposeful board membership and strong, dynamic, healthy organizations. Just as the person in middle adulthood needs to care about the future or risk individual impoverishment and stagnation, so, too, does the organization need to take care of its future or risk organizational impoverishment and stagnation.

A FIVE-STEP DECISION-MAKING MODEL

Not all board discussions require a decision as illustrated in some of the generative questions put forth by Chait, Ryan, and Taylor. However, when a decision by the board is required, a model to guide decision making can be a useful tool. Situations requiring a thoughtful decision-making process informed by generative thinking include, but are not limited to

- introducing a new program idea
- deciding to accept a donation with strings attached
- responding to a public relations issue
- considering a new collaboration with a community partner
- engaging in succession planning
- deliberating on budget allocations

The board chair can apply the following five-step decision-making model in collaboration with those who are involved in framing a decision, including the chief executive, the full board, and community stakeholders. This model calls for the board chair to apply group facilitation skills and infuse generative thinking in all steps. Diverse board opinions should be heard. Throughout the decision-making process, the board chair should observe participants' reactions and use empathy and confrontation to acknowledge feelings, attitudes, tensions, discrepancies, and what is not being said.

Step 1. Fact Finding

Get the facts; don't make assumptions. You may need to talk with one or more individuals or groups to uncover the who, what, where, when, and how of a situation. Fact finding may require gathering information and best practices or comparisons with peer organizations. Give context to the situation by framing it from multiple perspectives. Use communication skills to get specifics and probe for meaning.

Step 2. Information Assessment

Once the information is collected, help the board assess what is known and review key points. Depending on the issue, assessment may include an analysis of the circumstances surrounding the situation: what brings it to the board's attention now, motives behind it, challenges presented, positive aspects, impact on organization, and what information is missing. Apply multiple perspectives using generative thinking to create an assessment that integrates all the available information and makes note of the gaps. Synthesize what is known to develop a more complete, insightful "big picture."

Step 3. Exploration Of Options

Develop multiple response options. What should the outcomes look like? How could they be achieved? What resources are needed? What resources are available? How would the outcomes look from different perspectives? Explore the pros and cons of each option, including the potential consequences of choosing one over another. One single outcome may be organized around a central idea and could incorporate multiple steps or responses. The options can include: public response, private response, board resolution, new task force, marketing plan, e-mail communication, formal letter, program or staff change, governance or board member change, bylaw change, policy modification, new revenue stream, face-to-face meetings, new community partner, new organizational direction, or further deliberations.

HOW ONE BOARD APPLIED THE FIVE-STEP DECISION-MAKING MODEL

A nonprofit organization's chief executive was offered the opportunity to rent space at another nonprofit's main location to use as a satellite location. Armed with a map of the location and a cost analysis, she brought this option to her board "for approval" and explained why it was a good opportunity for the organization. The board chair facilitated board members' questioning to learn more about this potential arrangement.

Board members viewed the facts from the organization's multiple perspectives (including consumers, community stakeholders, donors, staff resources, and mission fit). They also addressed their questions from the perspective of the other organization (its purpose and need, its potential gain from this arrangement, the impact on its consumers) and considered the political implications in the community. Board members inquired about other options for expanding to a satellite location. What did the bigger expansion picture look like for the organization, and was the presented option the most desirable location?

The board decided that it could not make a quick decision because good stewardship required more information, a discussion of options, and an assessment of how the decision would affect other programs. The board chair appointed an ad hoc committee to study the matter further. After hearing the committee's report, the board decided not to approve the original option, since it did not appear to be in the best interests of the organization. However, the dialogue raised the idea of exploring community outreach options, so the board chair and chief executive suggested a task force of board and staff members to study the possibilities for the board's future consideration.

Step 4. Outcomes And Action Plan

Develop consensus around an outcome or outcomes, and create an action plan to achieve it. Good intentions get lost without concreteness and accountability. Questions to consider include: Who is responsible for responding and to whom? How should the response be communicated? What documentation or materials need to be created and distributed? What is the timeframe for responding? What resources (financial, personnel, supplies, etc.) are needed? If the final outcome is further deliberations, return to step 1 of this model, delegated to the appropriate committee or task force.

Step 5. Follow-Up And Evaluation

Conduct any necessary follow-up during the implementation of the action plan to determine the need for modifications or additional response. Evaluate the effectiveness of the action plan and request feedback from all involved parties to assess if the response was appropriate. If you need to make modifications, return to the decision-making model for further deliberations if necessary. Keep the board informed with updates or invite their input as needed.

Remember that all outcomes have consequences. As board chair, you should ensure that such outcomes are ethically and legally sound and serve the best interests of the organization.

Board Chair's Reminders

- ✓Be a generative thinker, and ask catalytic questions.
- ✓Facilitate robust dialogue at board meetings, and encourage big-picture-thinking.
- ✓Infuse generative thinking in board decisions and outcomes.
- ✓Use the five-step decision-making model to support thoughtful and thorough board decisions and outcomes.

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CHAPTER 7
Board Work Structures

The board chair should be a champion for developing procedures and guidelines that help the board work efficiently and effectively. Having a structure in place for conducting board business

- allows for fluid verbal and written communications
- maximizes valuable time
- keeps important matters from falling through the cracks
- keeps the chief executive and board members informed
- shows respect for each person's time and contributions to the organization

Faced with options for organizing the work of the board, a board chair must decide how to use an executive committee, other committees, task forces, advisory groups, as well as other resources. The board's existing structure may set a precedent, but perhaps it is time to reevaluate the possibilities for optimizing the board's governance work and adopting best practices. As board chair, you can work with the chief executive and other board members to create and facilitate work structures for the board.

BOARD MEETINGS

As board chair, you are responsible for facilitating effective and efficient board meetings — effective in the sense that the board accomplishes its work with full board member participation and efficient in the sense that each agenda item has a time limit and the meeting ends on time. The chair takes on multiple tasks in meeting this responsibility: planning the meeting agenda (with the chief executive), communicating with board members and committees between board meetings, reporting to the board between meetings as needed, and leading and facilitating the actual board meeting.

According to the BoardSource Nonprofit Governance Index 2012:

- Average board size is 16.
- As board size increases, attendance decreases (associations have better attendance than other nonprofits).
- Average board meets 7.1 times per year.
- The most common schedules are meeting 7 to 12 times per year for fewer than two hours and meeting four to six times per year for two to five hours.

The most effective board meetings happen after successfully coordinated efforts of board and staff.[13] The board chair and the chief executive set the agenda, carefully thinking through the contents to cover all the board's business in the allotted amount of time. Be reasonable in determining the length of the agenda. The more agenda items, the longer the meeting, and you will need to allow enough time for board member inquiry and dialogue. As the board's leader, the chair has final approval of the agenda and responsibility for managing it during the meeting.

STAFF ATTENDANCE AT BOARD MEETINGS

Depending on the size of the organization, the entire management team, key managers, or all staff may be present at board meetings. The staff's main role at a board meeting is to be available for consultation and to support the chief executive.[14] A staff person may be asked to present information pertaining to a program or service that may be useful in board discussion or as part of board member education. Their role is not to engage in discussion or deliberation related to the work of the board. The board chair, along with the chief executive, can decide whether staff needs to be present for the entire board meeting or just a portion of it. Regardless of their absence or attendance, staff should receive a brief summary of the board meeting from the chief executive at the monthly staff meeting.

One board structures the meeting room to accommodate the chief executive and board members around the conference table with additional seating around the perimeter of the room for staff and other guests.

[13] Outi Flynn, *Meeting, and Exceeding Expectations: A Guide to Successful Nonprofit Board Meetings, Second Edition*. (Washington, D.C.: BoardSource, 2009), p. 13.

[14] Outi Flynn, *Meeting, and Exceeding Expectations: A Guide to Successful Nonprofit Board Meetings, Second Edition*. (Washington, D.C.: BoardSource, 2009), p. 71.

The agenda should cover three categories:

- *Information items* provide board members with information, knowledge, or data. Examples include committee reports, program updates, and new funding information. No action is required of board members. Instead of listing each information item on the meeting agenda, a consent agenda is used and listed as the board agenda item.
- *Discussion items* share information or pose big-picture, what-if questions and ask for board members' input into the current and future work of the organization. Examples include discussion, assessment, or brainstorming around fundraising ideas; committee work (such as creating a volunteer strategy or a board development plan, exploring governance issues, or generating marketing ideas); community issues; social, political, or economic conditions; and trends, opportunities, and threats in the sector. No further decisions or actions by the full board are required at this time. Any new ideas, comments, issues, and concerns are applied to the follow-up, in-process work by the full board, committee, task force, or staff member.
- *Action items* convey information, knowledge, or data and ask for a board decision or vote. Examples include voting on the annual budget, setting strategic planning goals, and creating a new program or service. It is critical that any printed material needed for an action item be sent ahead to all board members so they can prepare accordingly. Previous discussion items may now be current action items.

Depending on how often a board meets and the typical length of a board meeting, the board agenda should reflect a mix of these three categories. If an agenda only lists informational items, there is probably no need for a board meeting! An e-mail report or update may suffice. Sample meeting agendas are included in Appendix 4.

Depending on the frequency of board meetings and other logistics, such as geographical constraints and available time of board members, meeting expenses, and immediate action items, board chairs may want to consider tools to enhance the effectiveness and efficiency of the board's governance work. Such tools often include:

- Consent agenda
  A consent agenda is composed of information-only items in order to allow the board to focus on discussion and deliberation agenda items without spending precious time simply listening to informational reports.

- Dashboard reports
  A dashboard report is a visual summary report using tools such as graphs, charts, tables, and columns to provide input and/or output data on a range of topics including fundraising, membership, program services, and client demographics. It can be used to compare and contrast previous data and to identify and analyze changes and trends to support planning, link efforts to results, focus on a defined area for analysis, and decide on an action plan as needed.[15]

- Electronic communications
  The board chair may use multiple types of electronic communications in order to maintain contact with board members in between board meetings when there is information to be shared or work to be done. Just make sure ALL board members have electronic access to whatever format is being used. Types of electronic communications include e-mails (the most popular), intranet Web site (board members only access), the organization's Web site, listserv, or social networking platforms (for example, Facebook, LinkedIn, Google+, Twitter).

- Teleconferencing
  Board teleconferencing is an effective tool for geographically-dispersed board members when a face-to-face meeting is not an option for everyone. It can be used in between board meetings or for a board meeting itself (works best with a small board). If used for a board meeting, make sure you establish who is on the line, assess if there is a quorum, and confirm that meeting notes are being taken.

HOW TO USE A CONSENT AGENDA

A consent agenda is a tool for presenting routine information so that board members do not have to listen to report after report, taking away from valuable meeting time. This deliberate grouping of information-only items allows the board to vote one time to approve the consent agenda and its listed items. A board member has the option to ask that an item be taken off the consent agenda if there is the need for further discussion. It is best to send out the consent agenda along with the board meeting agenda/material prior to the board meeting for board members to review. One board chair asked her board members to direct any questions or concerns on consent agenda items to her no later than 24-hours prior to the board meeting in order to reduce actual meeting time spent on items having to come off the consent agenda. It was one way for her to facilitate a more efficient and productive board meeting. The board chair should explain how the consent agenda works to ensure that it truly enhances the productivity of the meetings.

[15] Outi Flynn, *Meeting, and Exceeding Expectations: A Guide to Successful Nonprofit Board Meetings, Second Edition.* (Washington, D.C.: BoardSource, 2009).

Committee or task force reports are usually included in the consent agenda. Ahead of time, ask committee chairs to prepare a short summary highlighting current work and focusing on what the board needs to know. If the committee needs the board's assistance or input — volunteers, donated items, community contacts, or other resources — the report should provide details including contact information. A committee report that has an item requiring discussion (analysis, assessment, feedback, new ideas, etc.) should not be placed on the consent agenda.

Items on a consent agenda often include

- approval of board meeting minutes (attach the minutes)
- approval of meeting agendas
- chief executive's report
- committee, task force, and affiliate reports
- informational material (e.g., volunteer of the month, recent on-line and hard-copy news items, community survey, membership statistics)
- routine correspondence specific to the organization (e.g., list of grants and contracts, monthly/quarterly reports)
- special events (e.g., reports on fundraising events, dates of upcoming events, list of community events)
- confirmation of minute changes to key documents (e.g., corrections of typing errors in bylaws or changed addresses)

EXECUTIVE COMMITTEE

An executive committee needs a stated purpose and clear guidelines outlined in the bylaws. The composition depends on the board structure and the committee's purpose. Some committees consist of board officers and others may be composed of elected/appointed board members. Some executive committees meet only in emergencies or as needed. Some serve as a sounding board for the chief executive while others serve to evaluate the chief executive. Others meet to deal with emergency situations when it is in between board meetings and a decision is needed. In this case, the executive committee acts on behalf of the board. However, with e-mail, teleconferencing, and other technologies, the role of the executive committee having to stand in for the full board is minimized.

When assessing whether to have an executive committee, careful consideration must be given to how this committee's work serves the governance work of the board. The executive committee should never replace the work of the board. Boards with executive committees that meet regularly should ask the following questions:

- Does our executive committee's purpose *replace or repeat* the board's work?
- Has the executive committee become a de facto board? Is it undermining the work of the board?
- Are the executive committee agenda items similar to or the same as general board agenda items?
- If the executive committee has different agenda items, could these items be board agenda items instead?
- When an agenda item appears on both the executive committee and the board agendas, are discussions somewhat duplicated?
- Do board members feel as if their board operates as a rubber stamp for the recommendations of the executive committee?
- Do board members feel less valued and their input less important than those board members serving on the executive committee?

Answering "yes" to any of these questions should trigger the board chair to re-examine the executive committee's function and frequency of meetings and discuss with the board. The governance committee could provide a summary or list of discussion points as to the executive committee's fit within the overall board structure. Large boards tend to use executive committees to expedite the work of the board. In doing so, board members should not feel pressured to rubber stamp any decision. It may be more challenging to do so, but robust, generative discussion should still be encouraged. Small boards (fewer than 10 members) or start-up organizations rarely need an executive committee. The board itself handles all issues as they arise.

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WHEN AN EXECUTIVE COMMITTEE GETS OFF TRACK

If a board tends to act like a rubber-stamp board, the executive committee is probably wielding too much power and taking on tasks that the full board should be handling. The executive committee should supplement and support the board's work, not the other way around. The power and authority of the executive committee should never take the place of or exceed the power and authority of the board.

As board chair, you should be alert to this problem and may need to enlist the support of the governance committee or a special task force to bring about change. Be attentive to signs of board member disengagement such as

- low board attendance
- reduced or flat financial contributions
- disinterest in board decisions
- lack of follow-through on other commitments or responsibilities

If the executive committee appears to be usurping the role of the board, the board chair should check this perception with other board members. What is the purpose of the executive committee? Is the board too large for carrying out its role?

Remember that all board members are legally responsible and accountable for the work of the board — not just those on the executive committee. If necessary, introduce a recommendation to reassess the purpose of the executive committee and/or reduce the size of the board.

EXECUTIVE SESSIONS

The board chair has the right and responsibility to call for executive sessions when confidential or otherwise sensitive issues need to be discussed. The purpose of the session determines who is present and who is excluded. The chief executive may participate (depending on purpose), but in most cases there is no staff, including the chief executive, or outsiders present.

Situations where the board chair should consider calling for an executive session include[16]

[16] Outi Flynn, *Meeting, and Exceeding Expectations: A Guide to Successful Nonprofit Board Meetings, Second Edition*.(Washington, D.C.: BoardSource, 2009), p. 96

- investigation of alleged improper conduct by a board member
- discussion of financial issues with an auditor
- preparation for a case with a lawyer
- exploration of planning for major endeavors, such as mergers or real estate deals
- discussion of the board's approach to a scandal or negative publicity
- handling of personnel issues, such as chief executive compensation, performance evaluation, or disciplinary issues
- handling of any matters where confidentiality has been requested or is otherwise prudent
- peer-to-peer discussions about board operations

When instituting an executive session, the chair needs to ensure its proper use. Discuss only what the session is called for and inform the chief executive (if not present) and the board of the results afterward if appropriate. Some issues require confidentiality and privacy. Make sure any meeting notes or minutes remain confidential.

> We have an executive session at each meeting to provide an opportunity for the executive and board to discuss issues and concerns without staff. The board meets first with the chief executive and then without the chief executive at each meeting. The meeting without the chief executive provides a peer-to-peer discussion opportunity.
>
> *– Chief Executive*

COMMITTEES AND TASK FORCES

The board chair, in partnership with the chief executive, ensures that every board committee or task force has a clear purpose of what needs to be accomplished. The bylaws offer guidelines for structuring an organization's committees and task forces. Standing committees and their responsibilities are usually outlined in an organization's bylaws. In addition, the board chair may be an ex officio member of all committees as stated in the bylaws. In this role, the board chair can attend committee meetings, but is a non-voting member.

With input from the chief executive and board members, the chair is responsible for appointing committee chairs as needed. Depending on the organization, the task of identifying committee members may fall to the chair and chief executive,

other board members, or the committee chair. The four most common standing committees reported are executive, finance, governance/nominating, and fundraising/development. Your organization's bylaws should outline standing committees and procedures for creating ad hoc committees or task forces. The board chair can appoint a task force or an ad hoc committee as needed to address a time-limited task with a specific objective, such as strategic planning, public relations campaign, or study group for future program expansion. Keep in mind that board committee structure is not set in stone and one size does not fit all — some organizations reassess their committee needs each year in the context of what the board needs to do its work. Current trends are to limit the number of board standing committees and to make use of ad hoc committees and task forces whenever possible.[17] Always check your state nonprofit laws to see whether certain committees are mandated or if your national umbrella organization requires specific committees.

Which committees do boards have?

According to the *BoardSource Nonprofit Governance Index 2012:*

Executive	79%
Fundraising/Development	56%
Finance (includes combined finance & audit)	46%
Governance/Nominating	38%
Program	27%
Audit	26%
Marketing/Communications/PR	23%

As board chair, you need to ensure there is communication with your committee and task force chairs in order to keep the board informed. As mentioned earlier, use the consent agenda as a tool for providing updates. Since most committee work involves board and staff members, the board chair and the chief executive should see to it that there is a policy for board-staff communications. Board members should be clear on what and how to communicate with staff in order to encourage appropriate communications and not undermine the authority of the chief executive or another staff member.

[17] Berit M. Lakey, *Board Fundamentals: Understanding Roles in Nonprofit Governance, Second Edition.* (Washington, DC: BoardSource, 2010), p. 62.

RETREATS

A board retreat dedicates time for board members and, at times, senior staff to explore issues, trends, and challenges that may affect the work of the board or the organization. Since a retreat is a work structure of the board, the chair should be involved in the planning process, which a special task force or committee may spearhead. An outside facilitator is sometimes used to help plan and facilitate the retreat. The board chair should communicate clearly to board members the purpose and objectives of the retreat and the importance of each member's participation to the successful outcome.

A board retreat can produce a range of benefits including

- socializing: building relationships among board members
- team building: developing knowledge and skills for working together as a group
- strategic thinking: generating ideas on and/or responses to sector trends, challenges, opportunities, and/or issues
- strategic planning: focusing on a particular component of strategic planning (mission, vision, and values; environmental scan; strategic goals, options, and priorities; action plans; evaluation)
- governing: providing education and training to strengthen any one, some, or all of the board's governance tasks

One board chair shared the importance of a board retreat held after a restructuring that brought on a significant number of new members. The retreat was an opportunity to conduct a board orientation along with a visioning exercise to which each member contributed. The final vision statement was printed on the back of the name cards used at board meetings as a constant reminder of the board's hopes and expectations for the year.

BOARD COMMUNICATION LINKAGES

Board communications relate to any potential or actual issues, trends, risks, challenges, and items connected to board stewardship and the work of the organization. A strong board structure requires well-established and clear communication channels and a board chair who is willing to confront communication obstacles. Keeping board members "in the loop" is crucial to ensuring the best possible board performance. As board chair, your goal is to plan and manage the logistics and content of communication flow.

When the chief executive or a committee chair shares information, the board chair needs to monitor board members' responses and the need for additional information. As the contact person for board members, you will help channel information between the board and the chief executive or committee chair when board members have questions about what is presented and discussed at a board meeting. The board chair needs to allow board members to communicate to him or her so that the chair, in concert with the chief executive, can figure out how to provide better information.

The following questions will help you evaluate and facilitate communication flow:

- What communication formats are employed to create multiple communication linkages?
- How does the board structure affect communication flow?
- How are smaller work structures, such as committees and task forces, accountable to the full board? Are certain board members or executive committee members designated communication links?
- How is information shared with the full board?
- Are board members receiving information in a timely manner?
- Does the communication flow accommodate information from multiple directions, not just top down?
- How does the board monitor external communication linkages with community stakeholders and other organizations?

One organization relied on its committees to prepare reports to present to the board for discussion and decision making. Communication flow usually started at the committee level and then went to the board for discussion and a vote. This one-way communication path was completely embedded in the board structure. The current board chair decided to try something different in order to have generative discussion at the board level and engage his board members. He asked all the committee chairs to review their specific tasks. Instead of using the committees as the starting point for discussion and input, he wanted the chairs to start the dialogue with the full board and bring their input back to the respective committees. For example, the fundraising committee sought input on future fundraising ideas prior to developing an initial fundraising plan rather than presenting the board with a plan to react to. Board members provided input to the committee and they felt more engaged as board members. This conscious effort by the board chair shifted the way things were "always done," and board members appreciated the opportunity for engagement. Over time, he was able to shift the role of the committees to support, not supplant, the work of the board.

The board's governance committee can be responsible for assessing board communications. Sometimes an ad hoc committee or task force has this assignment. In the interest of creating and sustaining an effective board process, it is up to the chair to ensure that board communication linkages are in place.

Board Chair's Reminders

- ✓Choose work structures that optimize the work of the board, and periodically evaluate their effectiveness.
- ✓Create meeting agendas that respect the available time and the purpose of the board.
- ✓Use a consent agenda for disseminating information that does not require discussion or an immediate board vote.
- ✓Keep the board informed, and ensure fluid and appropriate communication.
- ✓Address, don't ignore, obstacles limiting effective board communications.

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CHAPTER 8
Resource Development and Fiscal Oversight

An umbrella association of nonprofit family and children's services organizations polled its members' board chairs to learn what their most pressing concerns were. Overwhelmingly, most of these leaders responded with one word: fundraising. In the *BoardSource Nonprofit Governance Index 2012,* chief executives ranked fundraising as the weakest area of board performance. Board members as well gave poor marks to fundraising, which came in last when rating board performance in multiple categories.

An organization must frame any fundraising activity in the larger context of fiduciary responsibility in providing fiscal oversight and ensuring that the organization has sufficient resources to carry out its work.

RESOURCE DEVELOPMENT

The term resource development describes the range of options available to an organization for increasing funds to deliver, sustain, and expand its programs and services. It may encompass a membership or annual campaign, capital campaign, endowments, foundation grants, individual donors, and special fundraising events. Many nonprofit organizations have a development director or office that coordinates these activities. A resource development or fundraising committee coordinates board members' engagement in fundraising and helps draft board member giving and organizational gift-acceptance policies.

> According to the *BoardSource Nonprofit Governance Index 2012,* board members are most comfortable with writing and/or signing personal solicitation letters and providing names/addresses for solicitation letters. They are least comfortable asking for money directly.

There are multiple ways board members can be involved in resource development:

- Identify resource needs for the organization's strategic priorities.
- Help create a strategic resource development plan.
- Use personal and professional contacts (a person's social capital) to expand the organization's resource base.

- Identify and help evaluate potential donors (individuals, corporations, foundations).
- Cultivate potential donors.
- Solicit donors (face-to-face, phone call, electronic communications, written communications).
- Organize and host special fundraising events.
- Attend the organization's fundraising events and mingle with potential, new, and long-time donors.
- Thank donors and cultivate ongoing relationships with them.[18]

As board chair, you work closely with the chief executive, the development office, and the board's development committee to maximize the board's role in resource development. Along with other key players, you will mobilize board members to participate. Above all, you are a role model to other board members in terms of financial support of the organization, attendance at fundraising and membership events, donor cultivation, gift solicitation, and other activities.

FUNDRAISING REQUIREMENTS

Of those organizations that engage in fundraising activities, board members are asked to participate in a variety of ways:

Make a personal monetary contribution	(75%)
Identify donors	(61%)
Attend fundraising events	(61%)
Solicit funds	(42%)

Source: *BoardSource Nonprofit Governance Index 2012*

Engaging board members in resource development activities, as outlined above, requires each board member to start with his or her own financial donation to the organization. Some organizations set a minimum expected contribution, while some do not dictate a minimum. Other organizations encourage board members to contribute to a particular sponsored function (such as an annual conference or awards dinner) or to attend certain fundraising events. Either you or a member of the development committee may be asking board members for their support. Regardless, you need to reinforce development efforts at board meetings and with individual board members as needed. One board chair likes to tell his board, "Give until it feels great!"

[18] Dave Sternberg, *Fearless Fundraising for Nonprofit Boards, Second Edition.* (Washington, D.C., BoardSource, 2008).

TIPS FOR SOLICITING BOARD MEMBER CONTRIBUTIONS

- Make your financial contribution before asking others.
- Announce the membership campaign or special event to the board, and tell board members to expect a personal call from you.
- Remind the board that each member is asked to make a financial contribution in support of the organization.
- Choose personal meetings or phone calls over e-mail or a letter, but consider a follow-up e-mail confirming the conversation. This can serve to provide documentation of the discussion. (A sample letter can be found in Appendix 4.)
- Frame the "ask" as a responsibility and a privilege, acknowledging the importance of 100 percent board participation.
- Reinforce that board members' financial support allows the organization to continue offering quality programs and services in meeting the community's needs and accomplishing your mission.
- Acknowledge the member for the work and time he or she has contributed.
- Don't be afraid to ask for an increase over last year's donation (if there is a giving history).
- Thank the member for his or her donation, regardless of the amount.
- Follow up with a brief note after the contribution is received.

The board chair should ensure that each board member has a role in helping to meet the fundraising goals. Some may say they do not like fundraising and do not do it well, but everyone should be involved on some level. Many boards provide training sessions before the start of a fundraising effort or membership campaign. Those few members who do not end up making solicitations can be engaged in other fundraising tasks.

As board chair, you might accompany the development director or chief executive when he or she is cultivating a major donor or making a solicitation. Some donors or funders may request to meet the board chair, or the organization may initiate an introduction when building new donors and funders. You should help the development director and chief executive assess what you bring to the table, including

- the status associated with the board chair position
- personal and professional contacts
- a background in finance or resource development

- the ability to cultivate relationships
- commitment to and passion for the organization
- representation of the board's commitment to a specific program or campaign

FISCAL OVERSIGHT

Resource development falls under the overarching function of the board's fiscal oversight of the organization. The board has fiduciary responsibility to

- ensure financial integrity and solvency in the context of transparency and accountability
- ensure that safeguards and procedures are in place to protect the organization's assets and minimize financial risk
- ensure that signs of financial challenges are recognized and acted on in an appropriate and timely manner
- ensure that financial systems and practices follow defined state and federal laws

These oversight responsibilities translate to specific tasks:

- Review and approve the budget.
- Monitor the budget (expenses and revenues).
- Establish and follow monetary policies that balance short- and long-term needs.
- Approve investment policies and oversee investment performance.
- Engage an independent auditor to perform an annual financial audit.
- Oversee implementation of necessary financial changes based on the audit, and monitor compliance.[19]

The board will be asked to deliberate on and approve a budget in the framework of providing programs and services aligned with organizational mission. It is the chair's job to recognize the competition for resources and to make sure that the board follows established priorities when making budget decisions. The organization's mission provides the context within the framework of the organization's strategic priorities for financial decisions. Any conflict over allocation of resources should be resolved by testing to see if the budget matches up with those priorities. The time to make those decisions is when the budget is approved, not weeks or months later.

[19] Richard T. Ingram, *Ten Basic Responsibilities of Nonprofit Boards, Second Edition.* (Washington, D.C.: BoardSource, 2009); Andrew S. Lang, *Financial Responsibilities of Nonprofit Boards, Second Edition.* (Washington, D.C.: BoardSource, 2009).

As board chair, you must ensure that the finance committee, in working with the chief executive and/or chief financial officer, provides complete budget information and issues to board members for review prior to board deliberations. You may also choose to have input into budget discussions at finance committee meetings.

The board chair needs to make certain that every board member is educated on fiscal matters and, if necessary, ask the board treasurer and the organization's chief financial officer to conduct a board training session, perhaps a pre-board meeting, before the board is asked to vote on a budget. Board education related to fiduciary responsibilities and current financial practices should be ongoing and customized to the needs of the board.

It is imperative to practice fiscal transparency related to budget, investment strategies, donor funds, vendor contracts, and all organizational purchases and expenses. The organization's policies and procedures, in consort with those individuals responsible for financial matters, should support fiscal transparency. Any fiscal misconduct by senior staff or board members must be dealt with as soon as the chair learns of the situation. Depending on the source of the misconduct, the board chair may need to initiate an executive session, engage the finance committee, seek outside counsel, or hire an auditor.

NATIONAL CHARITABLE ORGANIZATIONS OVERSIGHT

The Better Business Bureau (BBB) Wise Giving Alliance (the Alliance) evaluates charitable organizations that solicit nationwide. As stated on its website, the Alliance's purpose is "to assist donors in making sound giving decisions and to foster public confidence in charitable organizations." Evaluations are based on the Alliance's Standards for Charity Accountability, which is comprised of twenty standards divided into four categories: governance and oversight, measuring effectiveness, finances, and fundraising and informational materials. The Alliance chooses national charities to be evaluated (for example, follow-up after receiving a complaint against an organization) as well as invites organizations to initiate an evaluation.

If applicable to your nonprofit, you and your chief executive should ensure that the Alliance's report is up-to-date and accurate. The board should be educated on the Standards for Charity Accountability. If your nonprofit fits the organizational criteria but has not been evaluated by the Alliance, perhaps the board can discuss whether to pursue it. Even if your nonprofit does not fit the profile of a national charitable organization, the Standards can be used as a tool to strengthen the organization's accountability and transparency to stakeholders. Check out http://www.bbb.org/us/standards-for-charity-accountability/ for more information.

Board Chair's Reminders

- ✓Be a role model, and engage the board in resource development activities, which include providing financial support to the organization, attending fundraising events, identifying and cultivating donors, and making solicitations.
- ✓In coordination with the chief executive and the development officer, be available as an asset in resource development activities.
- ✓Help to educate and engage board members to ensure sound fiscal oversight and transparency of the organization.

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CHAPTER 9
Strategic and Program Planning

Healthy organizations with high-functioning boards embrace *change* as a constant. The leadership – both governance and management – ensures there are deliberate and comprehensive processes for strategic and program planning. Focus is on the organization as a vehicle for meeting the needs of its constituents, members, clients, etc. Every vehicle and its parts need ongoing tune-ups and maintenance for sustainability. Without such attention, the vehicle can no longer perform at its optimal level. Organizations are no different. The board chair ensures that the organization is accountable to its mission by engaging the board in strategic and program planning initiatives. Together with the chief executive, the chair needs to assess the "Where are we now?" status and set the agenda for these tasks.

STRATEGIC PLANNING

Strategic planning (sometimes referred to as *visioning*) offers a formal process for examining what actions are necessary to move an organization forward, usually over two to three years. Strategic planning seeks to align internal operations with external exigencies in developing strategic goals along with action plans to achieve them. The resulting plan provides a framework for the chief executive and staff in meeting organizational mission. There are different strategic planning models, and some organizations emphasize creating strategic priorities over a more formal plan.

In partnership, the board chair and chief executive are responsible for ensuring that the organization has a strategic plan. A board chair may help to initiate a new strategic plan, monitor an ongoing one, or evaluate a plan coming to conclusion. You need to assess where your organization is within the strategic planning cycle, and, working with the chief executive, you should determine what strategic planning steps need to be undertaken during your term in office.

Many organizations hire an outside consultant to facilitate the critical task of strategic planning. The consultant usually works with the board chair, chief executive, and a board committee or task force that coordinates the overall planning effort. A board member or perhaps the incoming chair, if identified, can chair the committee.

A Basic Strategic Planning Model

A plethora of books and internet sites are available for guidance in developing a strategic plan. For the board's role, the basic steps in a strategic planning process include the following:

- **Affirm or revise the mission statement.**
  Strategic planning flows from mission. The board should periodically review and revise the mission statement, along with the vision statement and core values to ensure relevancy, clarity of purpose, and alignment with serving the needs/interests of the organization's community. The board chair's role: Facilitate board discussion to ensure mission and vision statements reflect the work of the organization and its alignment with current needs of the community; appoint a task force if needed for further study and/or to draft a revised mission statement.

- **Conduct an internal organizational assessment.**
  Review and analyze the organization's operations, services, and programs related to process and outcomes, and create a profile of strengths and weaknesses. Staff input can be helpful because of their work roles and day-to-day responsibilities. The board chair's role: Oversee this step through an objective third party; help identify areas for review.

- **Conduct an environmental scan.**
  Review and analyze opportunities, challenges, and trends that may affect the organization's work. Invite community input from a variety of stakeholders. The board chair's role: Work with the chief executive to identify community stakeholders; have input into framing the questions.

- **Examine strategic issues.**
  Address the interplay between internal and external assessments and their actual and potential impact on the organization. Identify strategic issues to consider. If necessary, reexamine and revise the mission statement. The board chair's role: Assist the board in understanding the assessment results and their impact through the lens of the organization's mission; engage the board in strategic thinking to identify challenges and opportunities and to generate new ideas.

- **Formulate strategic goals and priorities.**
  In some organizations, the strategic planning committee develops a draft for board discussion. Other boards work collectively to develop goals and priorities. The full board must deliberate and vote on a final set of goals. The board chair's role: Facilitate board discussion around strategic directions and their alignment with mission; ensure consensus with the final strategic goals or priorities.

- **Create action plans.**
  An action plan operationalizes the strategic goals into measurable outcomes. Each goal has at least one action plan. An action plan should identify who is

responsible for implementation, what needs to be done, needed resources, benchmarks, and a timeframe for completion. Some boards delegate this task to staff, while other boards may work collaboratively with staff through task forces or work groups. The action plans become part of the organization's annual operational plan and any modifications to the action plans become the responsibility of staff. The board chair's role: Ask each board member to serve on a task force to assist in the initial creation of an action plan.

- **Monitor and evaluate implementation of the strategic plan.** Without this step, a strategic plan sits on that proverbial shelf and simply collects dust. Monitoring and evaluating the plan keeps it alive! Implementing the strategic plan is the staff's responsibility, under the chief executive, while monitoring and evaluating it is the board's responsibility. The board chair's role: Ensure that the board receives periodic strategic plan progress reports and evaluations of the implementation process; monthly or quarterly reports may be part of a consent agenda for a board meeting.

PROGRAM PLANNING AND EVALUATION

The board makes decisions about how to use resources and set goals (program planning), and it evaluates whether resources are used effectively and goals are achieved (program evaluation). Program planning and evaluation are an active partnership between staff and board. Professional staff is responsible for carrying out program activities and it is important to define an appropriate process for the board's involvement. Depending on board size and frequency of meetings, the board may routinely handle programmatic issues as a part of a well-planned agenda, or the chair may need to appoint a committee or task force to assist in carrying out these responsibilities when more detailed assessment at the board level is necessary.

A tool often used for program planning and evaluation is the logic model. Many funders are requiring it as part of their process for funding decisions. It is a framework for visually understanding the components of a program (inputs, outputs, outcomes [short- and long-term], impact). Staff may be charged with creating logic models, but board members should become familiar with this tool since they are involved in making program planning and evaluation decisions.

Program Planning

The chair should lead the board to focus on present and new programs. The discussions may help identify new program initiatives (for example, community outreach, opening a new service center, global expansion) and provide input into expanding, reducing, or eliminating existing programs and services. During these deliberations, the chair should ensure that the board considers the following priorities:

- alignment with the strategic plan
- alignment with the organization's mission, vision, and values
- constituents are well served — program impact
- availability of adequate resources (financial, human, organizational, logistical)
- clear and measurable program outcomes
- opportunities to combine resources and collaborate with other entities
- attention to industry and sector trends

HELPING BOARD MEMBERS LEARN ABOUT PROGRAMS

Together the board chair and chief executive should make sure that board members are knowledgeable about the organization's programs and services. This educational component can be incorporated in a board meeting or outside the boardroom. Some examples include

- staff presentation at a board meeting
- visit to a program site
- e-mail educational update
- consent agenda item report
- board manual material
- leadership training opportunity outside the board meeting
- board retreat

Be creative in finding ways to develop knowledgeable board members. One board chair took her board members on a "road trip" to visit the various sites where the organization provided programs and services. Board members boarded a bus at one location and toured the community to three other sites. At each site, staff members presented information and responded to participant questions (clients were not in attendance to respect confidentiality). After the tour, board members returned to the first site for a communal dinner and a chance to share their reflections on the road trip. They gained a different perspective on the organization from this firsthand experience, which had a positive effect on their program planning and evaluation decisions.

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Productive board involvement in program planning involves thinking beyond the status quo. The board chair should encourage generative thinking about new program ideas or modifications to existing programs. The "big picture" context — community and sector trends and challenges — should be addressed in reinforcing the board's role as stewards for the organization and its stakeholders.

Program Evaluation

Program evaluation is one way a nonprofit organization assesses its success at fulfilling its mission. Both output data (which measure such variables as number of people served and number of programs offered) and outcomes data (which measure program effectiveness) are components of a logic model and have become the norm. The board uses these data to inform

- budgeting and fundraising
- strategic planning
- public relations/marketing strategy
- board member recruitment
- community collaborations
- chief executive evaluation
- further program planning
- organizational mission alignment or reassessment

The board chair should ensure that the chief executive and staff are conducting outcomes evaluations with the right tools and enough resources. It is critical that the evaluation results do not sit on a shelf, but are applied in board decision making. An evaluation may reveal that a program is surprisingly ineffective, but it may be a fixture in the organization, or a donor's special interest, or a staff favorite. Nevertheless, the evaluation results indicate that the board should disband or retool it. The challenge for the board chair is to emphasize process and facilitate a board discussion that explores all the variables framed for the good of the organization.

Board Chair's Reminders

- ✓Ensure that the organization has a strategic plan.
- ✓Oversee the hiring of a strategic planning consultant, if needed.
- ✓Facilitate board communications around strategic planning.
- ✓Review the organization's mission, and facilitate discussion on whether it needs to be revised.
- ✓Maintain momentum in moving the strategic planning process forward, and match board engagement to the current strategic planning tasks.
- ✓Encourage generative thinking in brainstorming new program ideas and initiatives.
- ✓Work with the chief executive to create opportunities to educate the board about current programs and services.
- ✓Apply program evaluation results to board decisions to expand, reduce, or eliminate existing programs and services.

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CHAPTER 10
Performance Evaluation

The board's responsibility to monitor organizational progress falls into two categories: performance evaluations and program evaluations (see Chapter 9). Leading the performance evaluation process can be challenging for a board chair — not only because it is complex, but also because the results must be implemented in a way that brings about needed change, which ultimately may alter board culture. Evaluation is about being open to constructive feedback to assess how a task, meeting, work group, process, skill, behavior, or attitude can be improved upon. The results require appropriate dissemination and study, and then implementation of needed changes depending on who or what is being evaluated. Moreover, evaluation should be a regular activity as part of good governance practices.

> It's very hard to work for a group of people. Someone always disagrees with you. Sometimes I think this is my dream job, and on other days I think it is clearly time to leave. I think more and more chief executives have this problem.
>
> *– Chief Executive*

A board chair should ensure that two important performance evaluations are conducted: a board assessment and a chief executive evaluation. Boards may also conduct board chair and individual board member self-evaluations as well as evaluations of board and committee meetings. Regular performance evaluations have the potential to

- identify issues that are pushed aside during the normal course of business
- identify strengths and challenges that affect optimal performance of the board, an individual, or a work group
- keep individuals, the board, and the organization focused and on track
- allow individuals (chief executive, board chair, board members) to assess their growth and progress in the context of their respective duties and roles
- reinvigorate individual board members to take responsibility as part of a team working toward optimizing board effectiveness and strong governance for the organization
- reinforce that the board takes its work seriously and models accountability and transparency for improving performance

BOARD ASSESSMENT

Ongoing monitoring and periodic self-evaluation encourage the board's effectiveness in overseeing and guiding the organization. A proactive board not only monitors itself, but looks to initiate change based on the findings. The frequency of board self-evaluation can vary. A brief annual assessment takes into account that board composition usually shifts each year, affecting board dynamics and board functioning. A more extensive assessment should be conducted approximately every two to three years, looking at board composition, structure, operations, committee structure, and roles and responsibilities.

HOW WILL MY PERFORMANCE BE EVALUATED?

Boards need to be accountable in all areas, including the board chair position. The board chair should receive feedback on how to modify his or her performance to best achieve a high-functioning board. Although a challenge when dealing with a volunteer lay leader, a board chair evaluation framed within the best interests of the organization can be useful.

With any evaluation, the process of assessing the chair's performance gives the chair a clearer view of this leadership position and specific requirements to do the job well. Evaluation clarifies what works and where improvement is desired. Specific items around both process (for example, facilitation skills, respect for divergent viewpoints, inclusiveness, interactions with others, and use of board work structures) and task (governance responsibilities) should be included in a board chair evaluation. Once process and task are assessed, the ultimate question is how well the board chair serves as a model to board members and works with others in carrying out the necessary governance practices for the good of the organization. The board chair evaluation allows the chair to see how he or she is striking a balance between the job description and the personal use of self in executing the board chair role (as discussed in Chapter 2). A board chair evaluation can also help a board avoid informal mumblings or "behind the back" discussions that blur the line between truth and fiction and negatively impact on the work of the board.

The chair evaluation is to be handled by fellow board members. It never is the responsibility of the chief executive. It rarely is an easy task for peers to evaluate each other's performance; therefore, tact is necessary. Often the task is delegated to the executive committee (or, if one does not exist, to the governance committee). The committee may or may not seek comments from others on the board. Keeping the process anonymous allows everyone to provide as honest and straightforward feedback as possible. The overall comments are communicated directly to the chair in a private discussion. This discussion can also help the chair redirect a course of action if it is necessary.

The board chair can delegate the board assessment task to the governance committee or an ad hoc committee. However, a more extensive board assessment may benefit from the services of an outside consultant who has no stake in the outcome.

Keeping an eye on board process (the means) contributes to stronger board outcomes (the end). As board chair, you should engage in board assessment and show initiative in putting the recommended changes into practice. Approaching evaluation in partnership with board members acknowledges each person's stake in and responsibility for becoming a high-performing board. Each person, including the board chair, can reflect on individual contributions and evaluate his or her performance as a board member:

- Items related to individual board performance can be included in the annual board assessment instrument. Board sustainability (Chapter 5) requires the organization to provide a structure for successful individual engagement with well-defined board member expectations; however, the board member must take responsibility to operationalize his or her engagement.
- At a minimum, every board member should be assessed by the Governance Committee before his/her term is renewed. If the board has members sign an annual agreement, each board member can be evaluated annually by the Governance Committee, based on the terms of the agreement. Such an agreement might be a list of board member responsibilities and organization-specific expectations, such as service on a board committee, board meeting attendance, and financial contribution.
- Some boards opt to conduct peer assessments that are intended to strengthen the board by reviewing the contributions of individual board members. A peer assessment entails board members reflecting on their own individual performance and providing input regarding the performance of and areas of development for their peer members. The purpose of this type of assessment is developmental and not evaluative in nature.

CHIEF EXECUTIVE EVALUATION

As much as the board chair and chief executive must work in partnership, the reality is that the chief executive works at the pleasure of the board. As part of its governance role, the board is responsible for providing oversight to the chief executive (select, support, monitor, and evaluate). The chief executive — the only staff member whose performance is assessed by the board — is responsible for the work of the entire staff and the organization's ability to meet its goals. He or she is entitled to receive an annual performance review in order to gauge his or her professional growth in alignment with the organization's direction.

EVALUATIONS

74 percent of boards have conducted chief executive performance evaluation in the last 12 months.

11 percent of boards have never done so.

Source: *BoardSource Nonprofit Governance Index 2012*

Conducting an annual evaluation of the chief executive is a board responsibility organized by the board chair, who is the volunteer leader with the most direct contact with the chief executive. The board chair could work with the executive committee or a few select board members to conduct this evaluation. The board should have an evaluation process in place with clearly articulated roles for the board chair, other board members, and staff, as appropriate. Some organizations have clear guidelines for this process stated in their bylaws; others simply charge it to the board chair with less specific guidelines. Associations or other organizations with chapters or affiliates may have a policy and procedure manual to use for the specific purpose of evaluating the chief executive of a chapter or an affiliate.

It needs to be decided who will be asked for input as to the chief executive's performance. Other than the board chair, will other board members complete an assessment? How about board committee chairs? If conducting a 360-degree evaluation, which key staff members or other stakeholders will be asked for feedback? In addition to input from others, the chief executive should have the opportunity to complete a self-evaluation.

In any performance evaluation, there should be congruence between the chief executive's job description, previously set annual goals, and the performance evaluation instrument. Standard forms are available that could be adapted for the organization.[20] A timeframe outlining the steps to be taken can be helpful. The evaluation should be conducted at the end of the fiscal year, when results are in and a new cycle of organizational goals may emerge, necessitating new goals for the chief executive. Throughout the year, frequent and open, formal and informal, communications between the chair and the chief executive are ways to prevent major problems from surfacing out of nowhere when it is time for the formal evaluation. Also helpful is reinforcing ongoing feedback from other board members that is communicated by you to the chief executive in a timely manner — don't wait until the annual evaluation.

[20] Don Tebbe, *Chief Executive Transitions: How to Hire and Support a Nonprofit CEO* (Washington, D.C.: BoardSource, 2008); Barbara Lawrence and Outi Flynn, *The Nonprofit Policy Sampler, Second Edition.* (Washington D.C.: BoardSource, 2006).

Before meeting with the chief executive to review the evaluation results, share the results with the full board in an executive session to ensure that each board member is familiar with, and ideally agrees with, the final report. The report presents aggregate data and examples to support the performance ratings used to strengthen the executive's functioning and fit with organizational needs and strategic goals, support salary and benefit decisions, and inform contract negotiations. It is also a place to solicit suggestions for performance goals for the next year to be communicated by the chair to the chief executive. The chief executive can choose to incorporate them in writing his or her performance goals for the next year before they are brought back to the board for approval.

CHIEF EXECUTIVE SUCCESSION PLANNING AND TRANSITION

As stated earlier, *change* is a constant. *All* organizations need to plan for the inevitable shift in chief executive leadership whether it is one year or one decade away — or whether life circumstances unexpectedly force the hands of the organization's leadership to respond. The foundation for succession planning emerges from the ongoing cycle of organizational renewal that embraces comprehensive examination of the organization through strategic planning, the chief executive performance evaluation, and the board assessment. The board chair should ensure that a succession plan exists and, if one already exists, be sure to update it as necessary.

A succession plan includes

- an up-to-date job description for the chief executive
- clear annual performance expectations for the chief executive
- measurable indicators for the performance of the entire organization
- determination, at regular intervals, whether the organization is going in the right direction and what the key qualities of the chief executive should be
- assumption that the chief executive must be capable of taking the organization to its expected level of performance
- a process for hiring a new chief executive
- options for managing the executive transition period
- emergency measures for unexpected loss of the chief executive
- safeguards for keeping the board undivided and focused on the future[21]

[21] BoardSource, *The Handbook of Nonprofit Governance* (San Francisco, CA: Jossey-Bass, 2010).

During a board chair's tenure, he or she may have to deal with a transition period for the chief executive role. This leadership transition (planned or sudden) could be initiated by the chief executive or by the board of directors; analyzing and assessing the type of transition the organization is experiencing and the reasons behind the transition at this point in time is crucial in crafting an appropriate transition response and process. Regardless of the circumstances, managing the departure is the same: organize, stabilize, understand, plan, and execute.[22] The board chair needs to respond quickly, but, at the same time, not make any harsh decisions without thoroughly reviewing all options with the board and key management. A quick response can be framed as a temporary measure in order to begin stabilizing the organization.

Board Chair's Reminders

- ✓Ensure that the board conducts a periodic board assessment, reviews the results, and implements change as needed.
- ✓Conduct an annual performance evaluation of the chief executive, and provide feedback supported by evidence and examples.
- ✓Consider ways to obtain feedback about your performance as board chair.
- ✓Decide what other evaluations to implement in support of the board's performance.
- ✓Ensure that the organization has a current succession plan in place.

[22] Don Tebbe, *Chief Executive Transitions: How to Hire and Support a Nonprofit CEO* (Washington, D.C.: BoardSource, 2008), p.24.

PART III

THE FINALE: CREATING ENDINGS AND NEW BEGINNINGS

These final two chapters explore the end of the journey for a board chair. Even as you wind down your role as board chair, new tasks emerge.

- Chapter 11 discusses the need for board chair succession planning, an important process that involves the current chair. The first steps in succession planning may take place much earlier — during the foundation phase when a board chair is building individual capacity. How you end your term as board chair is just as important as how you began. Do you remember the nervous energy and excitement of wanting to do the right thing that drove you to plan ahead and put your best foot forward?
- Chapter 12 explores the idea of bringing closure to your term, a task that also requires focus and energy. Then it's time to ask yourself, "What's next?"

CHAPTER 11
Board Chair Succession Planning

Succession planning is an ongoing activity for every board, because it should always be a priority to identify and nurture promising leaders. The governance committee, board chair, chief executive, and board members should all have succession planning on their minds. The process is especially crucial for the board chair position. At least by the time the board chair has completed the first half of his or her term, there should be steps taken to identify potential candidates as the next chair. Some boards create a chair-elect position to help make the transition smoother, but there are pitfalls as well as benefits associated with that choice. The current board chair can work closely with a chair-elect to groom him or her for the position, but, on the other hand, taking on the responsibility of a chair-elect prior to being board chair can be a considerable burden.

> Our governance committee has done a great job of board recruitment and development, but we are having great difficulty convincing appropriate board members to ascend to chair. Because our past chairs have been so effective, current board members believe that it is a more time-consuming responsibility than it actually is. We have some great potential candidates, but they are all adamant about not having the time to undertake the responsibility.
>
> *– Chief Executive*

Ideally, the next board chair should be a current board member. It takes time to get to know someone's potential and interest and he or she also needs time to get to know an organization and the role of the board chair. With a strong board development plan and an engaged board, each board member will have leadership opportunities — in committees, task forces, and resource development activities — that will allow for identification and assessment of emerging leaders. The board chair may have informal discussions with individual board members to explore their potential and assess their interest. The self-reflection questions in Chapter 1 could be a useful guide. Keep in mind that simply because a board member serves on the executive committee or chairs a committee does not mean that he or she wants to be a future board chair, nor does it mean that he or she would be a good fit in that role.

In some circumstances, a board chair may not come from the board. An organization with financial challenges or a board that is not meeting its stewardship responsibilities may have to look outside the board for a new chair. The chief executive may need to work with funders, individual donors, past board chairs, and community stakeholders to identify new leadership talent.

What if a board chair has been identified but is unable to take on the responsibility due to unforeseen events? If a strong board development plan is in place, there should be depth in the available lineup of future board leaders. If not, the board chair should help the governance committee in identifying someone to succeed him or her.

WHEN THE BOARD CHAIR HAS SERVED TOO LONG

When there is no succession planning, an organization can face a dilemma: what to do about the board chair who has served too long. Organizations with founding board chairs also deal with this scenario. No chair should remain in the leadership role indefinitely. Every organization benefits from fresh ideas and a change in power and authority. The job can take a toll, and the chair's effectiveness may decrease and, in fact, negatively affect the organization's ability to move forward. Asking a long-serving board chair to leave the position is a delicate task regardless of the person's capabilities. Even a successful long-serving board chair needs to step aside in support of building leadership capacity. The role of board chair revolves around what's best for the organization, not what's best for the individual. The bylaws should specify term limits and the orderly transfer of power. Find alternative tasks for the founding or long-term board chair that add value to the board and the organization. Respect his or her contributions and commitment to the organization and, at the same time, reframe new roles for the future.

MENTORING THE CHAIR-ELECT

As you reach the end of your term as board chair, you can be a valuable resource for your successor. Help the chair-elect build his or her individual capacity as a foundation for becoming a successful chair. In mentoring the next board chair, the outgoing chair can address some of the following topics (keeping it professional, not personal):

- role execution and responsibilities of the board chair
- challenging issues that emerged during your tenure
- unfinished board business
- status of strategic plan and future trends
- partnership with the chief executive

- building relationships with board members, community leaders, donors, and other stakeholders
- balancing competing demands on one's time
- big-picture issues
- communications
- good governance practices

Many organizations invite the incoming board chair to participate in the regular meetings or phone conferences between the current chair and the chief executive during the months leading up to becoming board chair. The two leaders may have different personalities and leadership styles, and so the issues facing the new chair may be different. Variables such as gender, professional expertise, and age might come into play. The issues facing the organization may demand a fresh assessment and possibly a different approach.

> We are transitioning the board and selecting new members of a higher caliber. We are ensuring that all members selected are true leaders who can inspire or move others to support the organization. Because our process has become much more selective, it has gotten somewhat more difficult. Despite these hurdles, we have been able to attract a very diverse and committed board.
>
> *– Chief Executive*

Sometimes an organization will use other approaches for orienting a new board chair, especially if the current board chair doesn't have the time or the inclination to be a mentor. The new chair can gain knowledge, skills, and support through seminars or workshops; online and print resources; community resources; guidance from other board chairs; and coaching and mentoring from an expert. An investment in developing a board chair who displays strong leadership skills and governance practices can benefit an organization for years to come.

Another way to help: Share this book with the next board chair!

Board Chair's Reminders

✓Contribute to succession planning by identifying and assessing future leaders.

✓Be available to mentor the incoming board chair, and help with the leadership transition.

✓Consider a range of other options for mentoring an incoming board chair.

CHAPTER 12

Reaching Closure, Looking Ahead, and Reflecting on the Experience

As your term comes to an end, it's time to complete the transition to a new board chair, reflect on what you've accomplished, and consider what's next in your relationship with the organization. Begin by taking care of some specific things that will bring your work as chair to a satisfying finish.

- **Bring tasks to closure.**
  Let the board and the incoming board chair know where the board's work stands at the end of your tenure. Some tasks remain unfinished, others are completed, and new tasks have been identified. A document that includes committee and task force summaries and a strategic planning report can be useful for your successor, the chief executive, and the board. It also helps to include a big-picture overview that you and the chief executive prepare. With this documentation in hand, everyone is on the same page in moving forward.

- **Bring relationships to closure.**
  A board chair has worked in partnership with the chief executive, staff, board members, and others to create success. Thanking everyone is important in validating and valuing their contributions to the work of the board and the organization. You can thank individuals in conversations, in handwritten notes, or with a donation on their behalf to your organization's "tribute" funds. Or you can take them to lunch or sponsor refreshments at your final board meeting. Don't forget to thank significant others for their support as well.

  Take the time and make the effort to thank each board member and the board as a whole. It is important to let them know that you are grateful for how they give their time, lend their expertise, provide leadership, show passion and commitment, and extend resources on behalf of the organization. Their work as a team — people as process — is what makes for a high-performing board, and they should be commended.

  Other relationships — such as funders, individual donors, and community stakeholders — may also require closure. It is important for these individuals to know your term is ending. If possible, introduce them to the incoming chair.

> Our board includes bankers, lawyers, advocates, retirees, human service workers, and 50 percent low-income consumers of our services. We have enormous respect for each other, and meetings are rewarding, thoughtful, often full of laughter, and always focused on the mission. I wish I could bottle this attitude.
>
> *– Board Member*

- **Reflect on the board's accomplishments.**
  A board discussion of accomplishments gives each board member a chance to reflect individually and collectively on successes and challenges. What is the legacy of this board under the current leadership? Other board members' terms may be ending too, and this exercise provides closure for them.
- **Share self-reflections and board accomplishments with others.**
  As board chair, you should want to share beyond the confines of the boardroom what has been accomplished. You could speak at the annual meeting or in another appropriate venue, or you could write a piece for the organization's newsletter, Web site, Facebook page, or annual report. The board chair and the chief executive could co-author the piece, reinforcing their partnership and emphasizing shared responsibilities.

LOOK TO THE FUTURE

Every board chair wants to step aside graciously to allow his or her successor to take the helm. This gesture is about letting go of the board chair's power and authority to lead and framing a new relationship with the organization. Let the new chair know of your interest and availability to serve the organization, and then distance yourself as he or she rightfully establishes his or her own domain. To do so is a sign of respect and support for succession planning.

Some organizations have designated roles for their immediate past chairs to keep them involved in a different capacity. There may be a term-limited slot on the board as immediate past chair or perhaps membership on an honorary board or advisory group. Whether serving on the board or off the board, your possible roles may include nominating committee chair/member, special event chair, strategic planning committee member, mentor, or advisor.

REFLECT ON YOUR PERSONAL EXPERIENCE

I began this book by talking about the importance of building individual capacity and using it to optimize the work of the board. As you leave the board chair position, it is time to reflect on the experience and explore how it has affected your

own growth. Consider what knowledge and skills you have developed, and build on this leadership experience as you decide what to do next and how to use your individual capacity, whether within or outside the organization. Ask yourself the following questions.

As an individual:

- What have I learned about myself from this experience?
- What did I like and dislike about being a leader? How does this information fit with who I am?
- What have I learned about human relationships? How have others affected my life?
- What have I learned about my community?
- How has this experience affected who I am?
- How has this experience affected my personal and professional lives?
- How has this experience affected my relationships with others?
- How can I use my new knowledge and skills in other parts of my life?
- What do I want to do differently because of this experience?

As a board chair:

- What are my strengths and weaknesses as a leader?
- How would I assess my work relationships with the chief executive, board members, donors, and other stakeholders?
- How did I contribute to the board and the organization?
- Do I want to stay engaged with the organization? If so, how can I continue to contribute?
- How do I feel about taking on roles and tasks with less power and authority?
- How can I help the new chair without being seen as interfering in his or her work?
- How do I move on after so many years of involvement with this organization?
- How can I share my board chair experiences with other individuals or organizations?

LEAVING A LEGACY

As you reflect on the board's accomplishments during your tenure and on your own contributions as board chair, ideally you will conclude that the organization has benefited. Leaving a legacy is about framing one's work in building organizational capacity for the good of the organization. Your accomplishments may include but are not limited to

- new program initiatives (such as expanded service areas, a new program, or elimination of an outdated program)
- new processes (such as board assessment, program evaluation, volunteer recruitment, and governance education)
- new community partners
- new donors
- new organizational advocates, volunteers, and potential board members
- a strong board with strong governance practices

To paraphrase John Carver, quality must be perpetually redefined, since what constitutes and defines quality is ever changing and will always remain slightly beyond our grasp.[23] During any board chair's term, achievements are built on the previous chair's legacy and, in turn, will be the foundation for the next chair. Your legacy recognizes that your work has been completed, made a difference, informs the next generation of leaders, and will be honored. That is the ultimate mark a board chair wants to leave on an organization.

Board Chair's Reminders

✓Put closure on tasks and relationships, and thank everyone for their contributions.

✓Talk to others, and think about ways to stay involved in the organization if so desired.

✓Take an inventory of how the board chair experience has impacted your growth as a human being and as a leader.

✓Decide how to use this experience in figuring out what's next for you.

✓Reflect on the work you have accomplished for the good of the organization.

[23] John Carver, *Boards that Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations* (Hoboken, N.J.: John Wiley & Sons, 1997).

APPENDIX 1
Board Chair's Reminders: A Summary

The Foundation: Building Individual Capacity

Saying Yes	Talk to key organizational leaders and donors to learn more about specific board chair roles and responsibilities, the current work and future direction of the organization, and others' perceptions of the organization. Think about how saying yes to serve as chair may affect your relationships at home, at work, and at leisure. Ask for support from your personal support system — be specific in defining what you may need and be sure to show reciprocity. Take an inventory of personal strengths and limitations, and build on this self-awareness to maximize strengths and address limited skills and knowledge areas.
The Board Chair's Role	Be a visionary leader. Empower the board to be innovative, creative, and take calculated risks. Develop and apply key leadership skills (including respect, humility, integrity, and communication) in accomplishing the key duties of the board chair role. Decide how you will balance routine tasks and those that surface unexpectedly. Uphold ethical and legal standards of conduct, and expect no less from every board member. Seek out "role" support in the form of a mentor or confidante. Start or join a peer-to-peer learning community of board chairs. Avoid burnout by taking care of your physical and mental well-being. If you experience burnout, reassess job descriptions and divide tasks among officers or committees.

Board Chair–Chief Executive Partnership	Frame the partnership in the context of good governance practices. Be sensitive to the many variables that that can influence the success or failure of this key relationship, and have the courage to act to bring about change. Have clear mutual expectations around roles and responsibilities. Maintain open lines of communication. Periodically assess the health of the partnership in areas of trust, respect, communication, purpose, expectations, attitudes, and boundaries.
Communication and Facilitation Skills	Focus on both the intent and delivery of the message being communicated. Apply communication skills differentially, taking into account the purpose of the exchange and the audience. Strengthen communication skills by listening, formulating proper questions, probing to achieve clarification and shared meaning, demonstrating empathy, confronting difficult issues or obstacles, and being attentive to content and group dynamics. Practice and ask for feedback from others on your use of effective communication and facilitation skills.

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The Journey: Optimizing the Work of the Board

Board Development	Be proactive in using the board development model to identify and engage individuals as potential board members, maximize each board member's contributions to the board, and maintain engagement of outgoing board members. Ensure that board development initiatives exist for board member identification, orientation, sustainability, and preservation. Cultivate and sustain relationships with new, ongoing, or outgoing board members for optimizing the work of the board. Manage individual and group issues that challenge the healthy functioning of the board.
Generative Thinking and Decision Making	Be a generative thinker, and ask catalytic questions. Facilitate robust dialogue at board meetings, and encourage big-picture thinking. Infuse generative thinking in board decisions and outcomes. Use the five-step decision-making model to support thoughtful and thorough board decisions and outcomes.
Board Work Structures	Choose work structures that optimize the work of the board, and periodically evaluate their effectiveness. Create meeting agendas that respect the available time and the purpose of the board. Use a consent agenda for disseminating information that does not require discussion or an immediate board vote. Keep the board informed, and ensure fluid and appropriate communication. Address, don't ignore, obstacles limiting effective board communications.

Resource Development and Fiscal Oversight	Be a role model, and engage the board in resource development activities, which include providing financial support to the organization, attending fundraising events, identifying and cultivating donors, and making solicitations. In coordination with the chief executive and the development officer, be available as an asset in resource development activities. Help to educate and engage board members to ensure sound fiscal oversight and transparency of the organization.
Strategic and Program Planning	Ensure that the organization has a strategic plan. Oversee the hiring of a strategic planning consultant, if needed. Facilitate board communications around strategic planning. Review the organization's mission, and facilitate discussion on whether it needs to be revised. Maintain momentum in moving the strategic planning process forward, and match board engagement to the current strategic planning tasks. Encourage generative thinking in brainstorming new program ideas and initiatives. Work with the chief executive to create opportunities to educate the board about current programs and services. Apply program evaluation results to board decisions to expand, reduce, or eliminate existing programs and services.
Performance Evaluation	Ensure that the board conducts a periodic board assessment, reviews the results, and implements change as needed. Conduct an annual performance evaluation of the chief executive, and provide feedback supported by evidence and examples. Consider ways to obtain feedback about your performance as board chair. Decide what other evaluations to implement in support of the board's performance. Ensure that the organization has a current succession plan in place.

The Finale: Creating Endings and New Beginnings

Board Chair Succession Planning	Contribute to succession planning by identifying and assessing future leaders. Be available to mentor the incoming board chair, and help with the leadership transition. Consider a range of options for mentoring an incoming board chair.
Reaching Closure, Looking Ahead, and Reflecting on the Experience	Put closure on tasks and relationships, and thank everyone for their contributions. Talk to others, and think about ways to stay involved in the organization if so desired. Take an inventory of how the board chair experience has impacted your growth as a human being and as a leader. Decide how to use this experience in figuring out what's next for you. Reflect on the work you have accomplished for the good of the organization.

APPENDIX 2

Twelve Principles of Governance[24]

Exceptional boards do the following.

1. Govern in constructive partnership with the chief executive, recognizing that the effectiveness of the board and chief executive are interdependent.
2. Shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values.
3. Allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction.
4. Institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making.
5. Are independent-minded. When making decisions, board members put the interests of the organization above all else.
6. Promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results.
7. Promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight.
8. Link bold visions and ambitious plans to financial support, expertise, and networks of influence.
9. Are results-oriented. They measure the organization's advancement towards mission and evaluate the performance of major programs and services.
10. Intentionally structure themselves to fulfill essential governance duties and to support organizational priorities.
11. Embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization.
12. Energize themselves through planned turnover, thoughtful recruitment, and inclusiveness.

[24] *The Source: Twelve Principles of Governance that Power Exceptional Boards.* (Washington, DC: BoardSource, 2005).

APPENDIX 3

Collective Inquiry: Creating a Learning Community

Building the individual leadership capacity of the board chair lays the foundation for optimizing the work of the board. It can be a challenge for the individual to execute the board chair role in a manner that exemplifies the necessary balance between the actual job responsibilities/expectations and one's personal biases, perspectives, and overall use of self. In addition, the board chair role is one that tends to be isolated from peers — most often there are not two board chairs serving at the same time in one organization. Creating a learning community is a model that can be replicated in communities looking to support board chairs in nonprofit leadership development. In addition, the organization benefits from increased leadership capacity and the community benefits from this new and emerging community network of nonprofit leaders.

This learning community model values collective learning, life-long learning, and peer-to-peer interactions in both teaching and learning roles. As stated in Chapter 2:

> This framework of collective inquiry is a process that supports a shared purpose for its participants to engage as learners in dialogue and discussion where reciprocal support, questions and answers, and mutual guidance are the norm. Addressing general challenges of the board chair role along with specific issues of interest to the group participants emerge as agenda items along with governance knowledge and leadership skills.

The members of the learning community have ownership of their group in creating their agenda, deciding meeting logistics (location, time, date, number of sessions), developing ground rules and group norms, and formulating outcomes.

STEPS FOR CREATING A LEARNING COMMUNITY

1. Identify nonprofit board chairs serving other organizations in your community. You can organize around size, population being served, budget, etc. or simply around board chair interest from diverse nonprofit organizations (recommended approach). Make a phone call, schedule a face-to-face meeting, or send out an e-mail to build your pool of potential board chairs.

2. Schedule an initial meeting to introduce the concept of a learning community and to address purpose, assess individual interest, handle meeting logistics, and formulate outcomes.

3. Develop group norms to guide the learning community sessions. Here are some suggestions.

   - We are both learners and teachers.
   - We will be respectful and supportive of each other.
   - We all have something to contribute.
   - We will maintain absolute confidentiality.
   - We will be attentive and communicate in a nonjudgmental manner.
   - We will put aside electronic devices and minimize distractions.
   - We will focus on a shared purpose to help each other build his or her nonprofit leadership capacity.

   Guidelines can be added or modified depending on the needs and characteristics of the group members. For example, an item related to attendance may be added.

4. Develop agendas for each session. In using The Board Chair Handbook, group members can create all meeting agendas up front with a more detailed agenda a few weeks prior to the actual session. The group can decide on the topics and study questions for each session or this task can be divided amongst the group members so that each person has input in at least one session's topic and questions. Also, session formats can shift from full group activities to dyads and small group discussions.

5. Decide who is to serve as a session facilitator (or co-facilitators). Is this person a group member or is he or she an outside consultant to be brought in for facilitation?

6. Develop a simple evaluation tool for each session or administer an evaluation after the final session.

LEARNING COMMUNITY: SAMPLE AGENDAS WITH SAMPLE QUESTIONS

Session 1: Board Governance and the Board Chair Role

- Welcome and Introductions
    - Briefly describe your board and share what gives you the most joy or pleasure about serving your nonprofit organization
- Purpose of a Learning Community; Collective Inquiry
- Session Structure/Role of the Facilitator
- Develop Group Norms
- Topics: Chapters 1 & 2, Appendix 2, *The Board Chair Handbook*
    - Purpose of today's session; brief summary
    - What is the responsibility of nonprofit boards?
    - What is governance? What is the role of the board chair?
    - Personal Reflection Exercise in Chapter 1
    - Examples: How do governance tasks play out in your organization? What are your organization's strengths and challenges?
    - Examples: What roles as board chair are you most comfortable with? Least comfortable? How do you take ownership of the power and authority attributed to the board chair role?
    - Examples: What are specific personal traits/history/expertise do you bring to the board chair position? How would you assess your role execution balance between the personal use of self and the job responsibilities?
- Wrap-up
    - From the readings and today's discussion, what other items resonate with you?
    - What is your action plan? How might you apply some of the things we discussed today? How can you improve on what you are currently doing as board chair?
    - What type of support/resources do you need?
    - How will you evaluate and monitor what you do?

Session 2: The Board Chair & Chief Executive Partnership

- Welcome and Warm-up
  - What motivated you to say "yes" in becoming a board chair at this time?
- Review Group Norms
- Topics: Chapters 2 (continued) & 3, *The Board Chair Handbook*
  - Purpose of today's session; brief summary
  - What is the difference between governance and management?
  - How do you form a strong working partnership with the chief executive?
  - Examples: What struck you about the reading on the board chair/chief executive partnership? What are your successes in building a partnership with your chief executive? What are your challenges? How does personality affect the development of your working partnership?
  - How do you maintain professional boundaries?
  - Examples: How does this partnership affect the execution of your board chair role? How does it support/challenge board governance? How do you handle shared tasks between the board chair and the chief executive? How would you assess challenges with micro-governing and/or micro-managing?
  - Examples: How do you maintain balance with other demands on your time? How do you take care of yourself?
- Wrap-up
  - From the readings and today's discussion, what other items resonate with you?
  - What is your action plan? How might you apply some of the things we discussed today? How can you improve on what you are currently doing as board chair?
  - What type of support/resources do you need?
  - How will you evaluate and monitor what you do?

Session 3: Board Development

- Welcome and Warm-up
  - What is one thing you have done differently as board chair since joining this learning community?
- Topics: Chapter 5, *The Board Chair Handbook*
  - Purpose of today's session; brief summary

- How does each of the four categories of board development strengthen the board and the organization?
- Examples: Do you have a board governance committee? What does it do? What would you need to do to create this committee for your organization?
- Examples: Which are your organization's areas of strengths re: board development? Which board development categories need to be improved? What are some tasks you have implemented to support identification, orientation, sustainability, and/or preservation? What tasks did you try to incorporate in board development but didn't work out as planned? Who else have you gotten involved in board development tasks? How did you create board support around new board development initiatives?

• Wrap-up
- From the readings and today's discussion, what other items resonate with you?
- What is your action plan? How might you apply some of the things we discussed today? How can you improve on what you are currently doing as board chair?
- What type of support/resources do you need?
- How will you evaluate and monitor what you do?

Session 4: Board Structure and Communications

• Welcome and Warm-up
- What would you like to share with the group today before we get to our topic discussion?

• Topics: Chapters 4, 6, & 7; Appendix 4, *The Board Chair Handbook*
- Purpose of today's session; brief summary
- How can a board chair be mindful of applying good communication skills?
- What can the board chair do to strengthen the process, or context, of the board's governance work?
- Examples: How would you evaluate your effectiveness as a communicator? How well do you listen to others? What are your strengths and challenges as a group facilitator?
- Examples: How do you structure your board meeting agenda? How do you encourage generative thinking and a "big picture" focus? How would you assess the effectiveness of your board meetings? How do you define "effective?"

- Examples: How engaged are your board members? Does your board structure work to support your governance responsibilities? What would you do to improve board member engagement? What are your successes? What are your frustrations?

• Wrap-up

- From the readings and today's discussion, what other items resonate with you?

-What is your action plan? How might you apply some of the things we discussed today? How can you improve on what you are currently doing as board chair?

- What type of support/resources do you need?

- How will you evaluate and monitor what you do?

Session 5: Board Governance Tasks

• Welcome and Warm-up

- What are some ideas you have learned here that you have incorporated as board chair in your organization? What has worked? What hasn't worked? What has been the reaction from others?

• Topics: Chapters 8, 9, & 10; *The Board Chair Handbook*

- Purpose of today's session; brief summary

- Examples: How does your board operationalize resource development and fiscal oversight?

- Examples: How does your board operationalize strategic and program planning?

- Examples: How does your board operationalize performance evaluation?

- Examples: In each of these three areas – what is your role? What have been your biggest successes? What are your major challenges?

• Wrap-up

- From the readings and today's discussion, what other items resonate with you?

- What is your action plan? How might you apply some of the things we discussed today? How can you improve on what you are currently doing as board chair?

- What type of support/resources do you need?

- How will you evaluate and monitor what you do?

Session 6: Board Chair Succession Planning and Closure

- Welcome
- Topics: Chapters 11 & 12, *The Board Chair Handbook*
  - Purpose of today's session; brief summary
  - Looking back at your time as board chair, what have been your greatest accomplishments so far? What would you have done differently? What is the legacy you will have left? What do you want to do moving forward?
- Wrap-up
  - From the readings and today's discussion, what other items resonate with you?
  - What is your action plan? How might you apply some of the things we discussed today? How can you improve on what you are currently doing as board chair?
  - What type of support/resources do you need?
  - How will you evaluate and monitor what you do?
- Closure
  - What worked with these sessions? What did not work? What changes would you suggest?
  - How was your individual leadership capacity advanced by your membership in this learning community?
  - Next steps: Where do we go from here? Do we want to continue meeting in a new format? Formal or informal?
  - Should we help create new learning communities? For whom?

APPENDIX 4
Using the Right Tools

Having the right tools can make the job of the board chair much easier. Two of these tools are sample letters and sample board meeting agendas. This appendix provides several useful samples; for ease of use, these samples are also available for download at www.boardsource.org/bch.

SAMPLE LETTERS

A board chair may be required to write letters to board members and potential board members for a variety of reasons. Sometimes the challenge is in deciding whether an e-mail would suffice or if a mailed formal letter is more appropriate. We are so accustomed to using e-mail as a primary means of communication for its efficiency. But is it always the most effective or respectful form of communication? Depending on the topic/issue as well as your relationship with the intended receiver of the communiqué, you need to evaluate the appropriateness of sending an e-mail vs. a mailed letter. The communiqué should serve to help provide clarity to the board member and as an official documentation of the chair's action.

The sample letters in this section are designed to provide board chairs with some suggested language to use. These letters are not intended to be used as is but should be customized to suit the needs of each board chair. The content can be incorporated into an e-mail as well. The following sample letters include

- asking a board member for an annual gift
- asking a board member to step down
- cultivating a prospective board member
- recruiting a prospective board member
- thanking an outgoing board member

Sample Letter: Asking A Board Member For An Annual Gift

May be sent as an e-mail, formal letter, or handwritten note on organization's letterhead or note card.

Dear Gary,

I am writing as follow-up to our phone conversation regarding the annual campaign.

It is my privilege and responsibility to seek financial support from all our board members to demonstrate our good faith in our organization. As we approach individuals and foundations for significant support, it is critical to demonstrate that we have 100 percent board participation. I am hopeful you will be able to maintain last year's level of giving and perhaps consider an increase.

Thank you for taking the time to talk with me. We appreciate your valuable and active work for the organization. Your wise counsel makes a real difference.

Sincerely,

Ray Marcus
Board Chair

Sample Letter: Asking A Board Member To Step Down

A formal letter is needed to document this action. Note that it is a follow-up to a face-to-face meeting. No surprises for the receiver of this letter.

Dear Alice,

This letter is not easy to write. You have been an important player in our foundation since its conception, and we are grateful for your energy and vision.

As we discussed during our meeting last week, it appears that the past year has been difficult for you since you began a new job that takes you out of town a lot. It has become increasingly apparent that other responsibilities make it difficult for you to be present for our board meetings.

You know how necessary it is for this organization to have the active interest and participation of each board member. Therefore, I hope you will understand my request that you resign before the end of your term so that we can appoint someone in your place.

We all hope that the day will come when your other activities will allow you to reconsider board membership in the future. We know how much you care about

this organization, and we will miss you. As we discussed, the volunteer coordinator will be contacting you to explore other ways for you to stay involved. Thanks for all you have done on behalf of the organization.

Sincerely,

Patricia Williams
Board Chair

Sample Letter: Cultivating A Prospective Board Member

Cultivating a prospective board member may require the board chair to have a phone conversation or face-to-face meeting with the individual; however, you want to send a formal letter to acknowledge initiation of this contact and to provide information specific to serving on your board. The potential board member will have it for future reference.

Dear Lucille:

I was delighted to get Jack's call to say that he had approached you about the possibility of serving on the board of directors of the Llama Protection Foundation (LPF). Under the leadership of a new chief executive, LPF is in the midst of implementing a new business plan. In addition to a strategic emphasis on community-level program activity, the plan calls for the reinvigoration of a board that has served us well but now needs fresh thinking, new ideas, and a more diverse set of experiences. I have attached a list of current board members for your perusal.

As Jack may have told you, each board member is elected to a three-year term, and can be reelected two times. Each member is expected to attend meetings and serve on at least one committee (list of board member responsibilities from our bylaws is enclosed). At LPF, board members have ultimate responsibility not only for the financial well-being of the organization but also for working with staff in thinking strategically and planning for the efficient deployment of precious resources. Our board members are extremely busy people, so we try to best utilize their talent and knowledge without wasting time.

To that end, the board meets three times per year (a schedule is attached), starting over dinner on Monday evening and adjourning by 3:00 p.m. the following day. Each year, one meeting is lengthened by one day to provide for a retreat and/or tour of one of LPF's project areas.

LPF is emerging as the premier llama protection organization in the nation. We have an enormous challenge before us if we are to achieve our mission (our mission, vision, and values statement is attached). We need the kind of energy, commitment, and new ideas that you would bring to the board.

I will look forward to speaking with you in the near future, and of course would be more than pleased to meet you in New York or another convenient place. If for some reason you might be coming to Washington, D.C., I think you would enjoy meeting some of our senior staff and touring LPF's headquarters office. I will call in the next few days. In the meantime, please don't hesitate to call me if you have any questions about your role as a member of the board of directors.

Yours truly,

Jessica Stewart
Board Chair

Enclosures:

Board member list
Bylaws: board member responsibilities
Mission, vision, and values statement

Sample Letter: Recruiting A Prospective Board Member

Following up on identifying a potential board member may require a phone conversation or face-o-face contact. It is all about cultivating relationships and you want to begin with the personal touch. Again, follow-up in the form of a letter is useful in documenting board member expectations so the person has information to make a thoughtful decision about serving on your board.

Dear Jim,

I am writing you as the new chair of the Llama Protection Foundation (LPF). As you know, I have worked closely with Leanna, your good friend, and she gave me your name as a potential board member.

My fellow board members and I believe that the Llama Protection Foundation needs to have broader geographical representation on our board. I would like for you to consider allowing me to forward your name as a possible board member to our governance committee. I believe our organization might be especially of interest to you. Our mission is to protect the dwindling gene pool of productive llamas and to promote humane and sustainable practices that lead to a healthy population. We are currently operating with a $2.5 million budget and 15 employees across the country in four regional centers. Our headquarters are in Washington, D.C.; we have almost 10,000 members and capital financial assets of slightly more than $4 million.

Our board meets three times a year, and we try hard to focus our board members' talents on strategic issues and challenges. Our fifteen-member board is engaged

and committed to our mission. Some of the board governance work is conducted electronically by smaller work groups between board meetings. Their material is sent out prior to the board meeting for review. At board meetings, the members enjoy the serious, focused discussion on our goals, present and future, and on the deployment of our human and financial resources to assure our institutional success. I firmly believe you would find them and the very competent staff of imaginative and passionate individuals stimulating and exciting to work with.

I have enclosed a small packet of material, which will give you an idea of the work that LPF does. Please check our Web site at www.llamapf.org as well.

We are currently scheduled to talk by phone on Monday, January 31, at 9:45 a.m.

I look forward to the conversation. Thank you for your consideration.

Regards,

Jessica Stewart
Board Chair

Sample Note: Thanking An Outgoing Board Member

It is imperative that the board chair personally thank each individual rolling off the board (see Chapters 5 and 12). All members should leave the board feeling good about their board experience and feeling positive about to the organization. "Termination" is actually "preservation" of these individuals — the organization's expanding human capital that translates into community ambassadors for your organization.

Dear Maria,

It was a pleasure serving with you on the Llama Protection Foundation board over the past three years. I appreciate your contributions as a dedicated board member. Your work as a member of the resource development committee helped us achieve our best annual campaign to date.

Thank you for your time and commitment to the board and LPF. I hope you will consider staying involved with LPF in new ways. Don't be a stranger!

With great appreciation,

Jessica Stewart
Board Chair

SAMPLE MEETING AGENDAS

The first sample agenda clarifies whether an agenda item is up for discussion or if a decision needs to be made. The second sample agenda is organized around board functions. Both agenda formats use a consent agenda for information-only items.

Sample Agenda 1

Global Food and Water Network
123 Main Street
Washington, DC 20003

Meeting of the Board of Directors

October 20, 2012

7:00 p.m. – 9:00 p.m.

The mission of the Global Food and Water Network is to create safe food and water supplies in developing countries through partnerships with local entities.

A. General Business (5 minutes)
    1. Call to order and attendance
B. Approval of Consent Agenda (5 minutes)
    1. Approval of board meeting minutes
    2. Approval of meeting agenda
    3. Chief executive's report
    4. Committee reports
    5. Special events calendar
C. Discussions (60 minutes)
    1. New program started in January: update and next steps
    2. Next year's capital campaign
    3. Treasurer's report
D. Decision (45 minutes)
    1. Staff and program expansion proposal
E. Executive Session
    1. Reactions to today's board meeting
F. Adjournment

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Sample Agenda 2

Global Food and Water Network
123 Main Street
Washington, DC 20003

Meeting of the Board of Directors

October 20, 2012

7:00 p.m. – 9:00 p.m.

The mission of the Global Food and Water Network is to create safe food and water supplies in developing countries through partnerships with local entities.

A. Call to order

B. Consent Agenda

   1. Approval of board meeting minutes

   2. Approval of meeting agenda

   3. Chief executive's report

   4. Committee reports

   5. Special events calendar

C. Program Planning and Evaluation

   1. Staff and program expansion proposal

   2. Update and next steps on new program

D. Finances and Resource Development

   1. Treasurer's Report

   2. Status of annual fundraising campaign

E. Adjournment

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ABOUT THE AUTHOR

Mindy R. Wertheimer, Ph.D., LCSW, is the director of the MSW Program and faculty member of the School of Social Work, Georgia State University. Dr. Wertheimer is an affiliated faculty member of the Nonprofit Studies Program in the Andrew Young School of Policy Studies at Georgia State University. Through this affiliation, she teaches in the annual Executive Leadership Program in Nonprofit Organizations (ELPNO) co-sponsored by Georgia State University, University of Georgia, and the Georgia Institute of Technology. Prior to her current administrative role, she served as the School of Social Work's director of field education for over fifteen years where she developed and conducted trainings that focus on relationship building for human service professionals and students, serving more than 300 organizations in Atlanta and north Georgia. She is a certified *True Colors*® facilitator.

Dr. Wertheimer is a consultant and trainer for nonprofits, professional associations, local and state governments, foundations, and educational institutions. Her work encompasses board development and governance issues, leadership development, board restructuring, team building, goal setting, supervision, communications, strategic planning, and ethics. She has conducted board orientations for nonprofit organizations. Dr. Wertheimer serves as a professional coach and mentor to new and ongoing board chairs. She also conducts training programs for new board chairs to strengthen their leadership skills in the context of strong governance practices. Dr. Wertheimer presents her board governance work at state and national conferences.

Dr. Wertheimer is a past board chair of Jewish Family & Career Services in Atlanta. She was instrumental in facilitating board restructuring, board development, and strategic planning, and she initiated the creation of a community advisory group and a program planning and evaluation committee. Dr. Wertheimer has served on the board of the Jewish Federation of Greater Atlanta and the National Association of Social Workers, Georgia Chapter.

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