

# Board Meetings With Impact

Tennessee Charitable Care Network  
2017 Organizational Conference

Facilitated by

Mark R. Cruise, President



# Learning Objectives

- ✓ What is the Board's purpose and jobs?
- ✓ How should this translate to the content of Board meetings and deliberations?
- ✓ Other practical ways to create more productive, dynamic Board meetings
- ✓ Things you can do structurally to build a more engaged Board

Are you on Twitter?  
Let's connect!



@Governance4Good

What one word best describes  
your Board at this time?

“There is one thing all Boards have in common...they do not function.”

Peter Drucker

# Biggest Reason Boards Falter or Fail

They lack a thorough understanding  
of what true governance is

**AND**

They lack a model for  
practicing good governance

**OR**

They lack the discipline and commitment to  
adhere to the model

# What is the Board's purpose?

# What is the Board's purpose?

## Governance!



WIKIPEDIA  
The Free Encyclopedia

**Governance is the act of governing. It relates to decisions that *define expectations, grant power, ~~or~~ (and) verify performance.***



Governance entails a posture  
and set of tasks that are  
profoundly different from  
management.

Yet the default *modus operandi*  
of many if not most not-for-  
profit Boards is management.

# The Board's Job

- ✓ Understand community needs, interests, movements, etc. as they relate to the org
- ✓ Set purpose, mission statement, strategic direction, and desired results/outcomes
- ✓ Hire, evaluate, and fairly pay a CEO (and discipline/terminate if necessary)
- ✓ Represent and advocate for the organization in the wider community (and raise \$\$ if Board has accepted that duty)

# The Board's Job (cont'd)

- ✓ Set policies and parameters within which executive/organizational conduct can occur
- ✓ Monitor/assure organizational performance and results (i.e., progress/achievement of outcomes, metrics, dashboard, etc.)
- ✓ Oversee/decide on org name/identity, legal matters, strategic partnerships, real estate purchases/leases/major renovations, investment of reserves, ...

**How should the Board's job  
translate to the content of  
Board meetings and  
deliberations?**

Board meetings should focus more on outcomes, successes, important developments, stakeholder input, strategic questions, and tending to key governance processes.



Board meetings should stay out of the weeds, tactical issues, inputs and outputs, matters delegated to management, and matters that Board committees should address first, so...



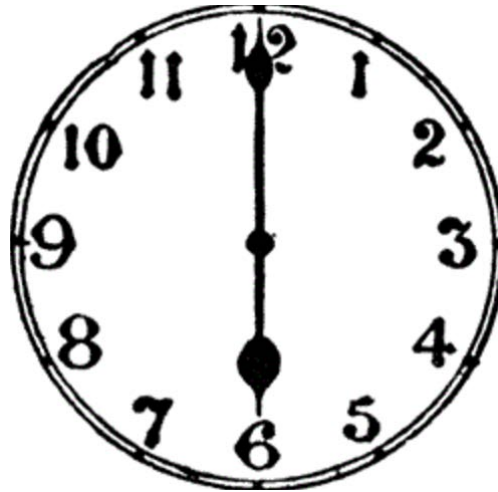
Jettison the traditional Board meeting agenda...especially endless reports and approvals that are mostly recitations of historical events.



Use a consent agenda to act quickly on (or acknowledge receipt of) minutes, financial reports, and other informational items.

Develop and adhere to a printed agenda. New items cannot be brought before the Board unless the Board approves a motion to add them to the agenda.

Start the meeting on time.



Do not allow endless discussion or debate on a motion. Encourage Board members to “call for an end to debate” or “call for the pending question” if discussion goes too long. Such a motion requires no second, no discussion is allowed, and requires 2/3 majority for approval.

Create an agenda item in nearly every Board meeting for a special guest to speak and/or be recognized.

Assign a Board member to complete a Board meeting evaluation tool during the meeting and report results at the end of each meeting.

# **Other practical ways to create more productive, dynamic Board meetings**

# Provide opportunities for the Board to meet socially outside of Board meetings





# Rotate the meeting venue, strategically if possible



# Consider a more egalitarian room set-up



Consider fewer, shorter Board meetings. And make every one of them count.

# How Often Does Your Board Meet?

❖ 4 or less times a year

# How Often Does Your Board Meet?

- ❖ 4 or less times a year
- ❖ 5-7 times a year

# How Often Does Your Board Meet?

- ❖ 4 or less times a year
- ❖ 5-7 times a year
- ❖ 8-11 times a year

# How Often Does Your Board Meet?

- ❖ 4 or less times a year
- ❖ 5-7 times a year
- ❖ 8-11 times a year
- ❖ 12 or more times a year

# How Long Does Your Board Meet?

- 75 minutes or less



# How Long Does Your Board Meet?

- 75 minutes or less
- 76 to 120 minutes

# How Long Does Your Board Meet?

- 75 minutes or less
- 76 to 120 minutes
- 121 to 180 minutes

# How Long Does Your Board Meet?

- 75 minutes or less
- 76 to 120 minutes
- 121 to 180 minutes
- 181 to 240 minutes

# How Long Does Your Board Meet?

- 75 minutes or less
- 76 to 120 minutes
- 121 to 180 minutes
- 181 to 240 minutes
- 4 hours or more

Feed the Board a meal at meetings. Breaking bread together is a unifying activity.



# Things you can do structurally to build a more engaged Board

Establish clear expectations and responsibilities of Board members and communicate them prior to their nomination and election

Provide a thorough induction  
and orientation process for new  
Board members



Facilitate governance training  
and learning opportunities for  
your Board

# Right-size your Board

# How Many Board Members Do You Have Currently?

- ✓ 3-6 Board members

# How Many Board Members Do You Have Currently?

- ✓ 3-6 Board members
- ✓ 7-11 Board members

# How Many Board Members Do You Have Currently?

- ✓ 3-6 Board members
- ✓ 7-11 Board members
- ✓ 13-17 Board members

# How Many Board Members Do You Have Currently?

- ✓ 3-6 Board members
- ✓ 7-11 Board members
- ✓ 13-17 Board members
- ✓ 18-24 Board members

# How Many Board Members Do You Have Currently?

- ✓ 3-6 Board members
- ✓ 7-11 Board members
- ✓ 13-17 Board members
- ✓ 18-24 Board members
- ✓ 25 or more Board members

Studies in the field of group behavior suggest that a group of 7-11 people is ideal for strategic discussions and decision-making



Term limits...

Whether you have term limits or not, what is more important is making clear at induction that nomination to another term is not a given but will be subject to careful analysis of a member's track record of service.

# Criteria for Nomination to Another Term

- ✧ Adherence to Board-stated expectations for Board members, typically...
  - Strong meeting attendance record
  - Active participant in key discussions/decisions
  - Offering of subject matter expertise (e.g., finance, law, marketing, etc.) when needed by Board
  - Effective ambassador in the community
  - Made personal financial contributions
  - Actively participated on one or more committees
  - Attended special events

# Being elected to serve on your Board should be held up as:

- ❖ An extremely high honor
- ❖ A prestigious responsibility
- ❖ A wonderful opportunity to serve your community
- ❖ A solemn obligation

Do not let anybody or anything water it down!!

Strategic, rigorous Board  
recruitment, application,  
screening, and induction

# Ideal Board Member

- ✓ Passion for the cause
- ✓ Ability to connect meaningfully with stakeholders and understand community needs/issues
- ✓ Critical thinking skills
- ✓ Strategic, “big picture” orientation
- ✓ Ability to translate group values into written policies
- ✓ Capacity to dissent but accept and support the decision of the majority
- ✓ Disciplined, diligent, prepared, attentive, participatory
- ✓ Previous Board experience not needed!



# Why Executive Committees Are Bad

(Most of the Time)

- ❑ Results in a two-tiered Board – few with lots of info/power and rest with much less (violating duty of care?) who can easily feel disenfranchised
- ❑ If there's a critical decision to be made, the full Board needs to be engaged, not just a small group; teleconferencing eliminates logistical challenge of convening a Board meeting on short notice
- ❑ Typically focus on administrative/managerial decisions, indicating little/no delegation of authority
- ❑ Wears out otherwise good, competent Board members as well as CEOs



# Differentiate Board Committees from Program/Operational (i.e., Executive Driven) Committees

The Board is “on the hook” (read: liable) for everything that happens in the organization, good and bad.

If your organization is ever sued, chances are very good that the Board will be named in the suit.

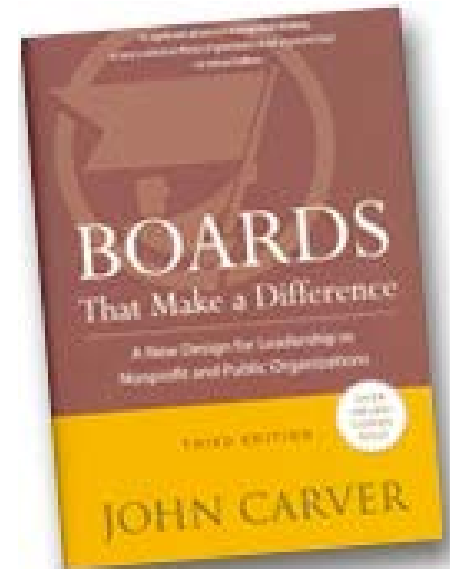
How can a Board that meets \_\_\_\_\_ hours per year possibly exercise prudent control over the organization in such a manner as to 1) prevent bad things from happening, and 2) assure that good things happen?

“We cannot solve our problems with the same thinking we used when we created them.”

Albert Einstein

# There's A Better Way: Policy Governance®

- Policy Governance® is a logical, consistent, integrated system of governance
- Created by John Carver, PhD, who wrote *Boards That Make a Difference* (1990); sometimes referred to as the “Carver model”
- In use in corporate and nonprofit Boards around the world, including free/ charitable clinics and associations!



Policy Governance is a registered service mark of John Carver

# Questions?

Mark Cruise, President



@Governance4Good

mark@governance4good.com

www.governance4good.com

(803) 609-2059