Board Chair Handbook

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What is Governing?

Governing is *seeing to it* that the organization achieves what it should and avoids unacceptable situations.

Governing is NOT managing projects.
- Governing is an "arm's length" process. "Seeing to it", as indicated in the definition above, does not mean direct hands-on action, it means that you assure that a system is in place to get the job done.
- If your board is stuck in the project management of today, how will it assure that the organization is prepared for the challenges of tomorrow?

Board governing work involves:
- Listening and creating accountability with your "members as owners" of the organization.
- Developing policy to guide the organization forward in alignment with the "owners'" value system. Each governing policy you approve defines the value system of the organization in terms of direction, prudence and ethics. Governing policy is NOT management prescriptions.
- Assuring operational performance by defining clear expectations and monitoring for results in alignment with your policies, including your strategic plan.

How An Ideal Governing Board Functions

The board governs with an emphasis on
- outward vision rather than an internal preoccupation,
- encouragement of diversity in viewpoints,
- strategic leadership more than administrative detail,
- clear distinction of board and chief executive roles,
- collective rather than individual decisions,
- future rather than past or present, and
- proactivity rather than reactivity.

On any issue, the Board must ensure that all divergent views are considered in making decisions yet must resolve into a single organizational position.

Seven Measures of Success: *What Remarkable Organizations Do that Others Don't* –

1. Alignment of Products & Services with the Mission of the Organization
2. Data-driven Strategies (track customer needs, analyze data, integrate findings into operations)
3. Dialogue and Engagement (at every level)
4. Organizational Adaptability (learn from crisis, scrutinize the value of ALL programs and prune programs accordingly and know what NOT to change)
5. CEO as Broker of Ideas
6. Customer Service Culture
7. Alliance Building (admit that they can't do everything on their own, create alliances ONLY when they fit the mission and character of the organization and engage with confidence)

Transitioning from a Working Board to a Governing Board

A board that is transitioning from the "working board" model to a governing board role needs to pay close attention to the balance between control and empowerment.
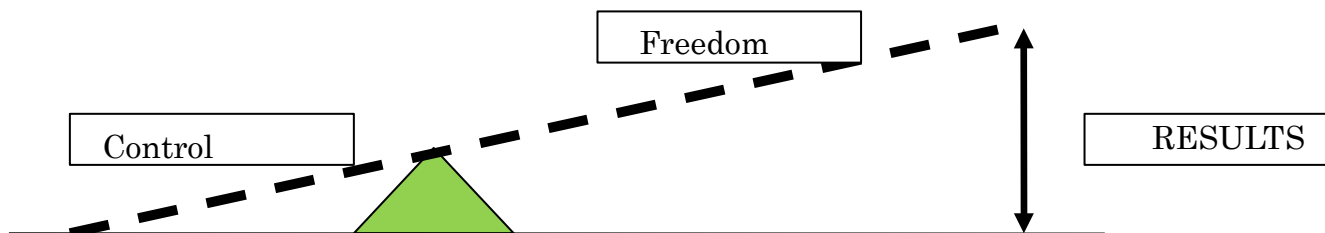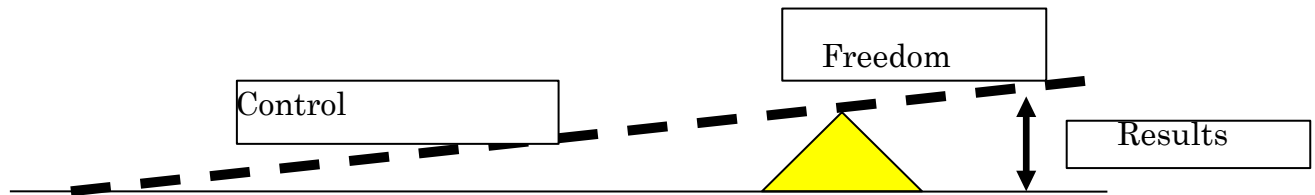
As indicated in the first graphic, the more control you retain, the more you limit the possibility of results. When control is tight, people are afraid to move due to backlash, people will not exhibit initiative because their work will be recalled by the controller, and self-motivation is depleted because people cannot use their unique skills and expertise.

A little less control can amplify results because people feel they are trusted to do a job, they can leverage their expertise, and they are more motivated to complete the tasks assigned.

Transition of projects from board to staff is often difficult. Transition of a project management board to a governing board is equally difficult. It is not unusual for Board members to feel like they are giving up their "children" –the projects that they gave birth to. Projects that have become part of the tradition of the board's work. The brutal truth is that most projects of the board are operational in nature, requiring managing. Governing is NOT managing.

It is possible for a board who is early in the transition from working board to governing board to transition gracefully. However this requires splitting the board meeting agenda into two distinct sections: the governing agenda (which must come first) and the project management agenda. Governing must come first because it is broader, more conceptual in nature. Managing is detail oriented and is more tangible. When the board starts with projects, they revel in the detail and tangibility of the projects and it is nearly impossible to move to a conceptual space. As a result, the governing agenda would likely be tabled.

See below for a **sample agenda for a transitioning board**.

- ➢ Approval of the Agenda
- ➢ Consent Agenda
  - ◦ "Batched" items that are non-controversial, routine, and do not need conversation. All items in writing and must be read in advance of the meeting.
- ➢ Board Capacity-Building Discussion/Board Education
- ➢ Action Items
  - ◦ Things that need to be voted on that require discussion.
  - ◦ The Board does NOT approve committee or staff reports.
- ➢ Our Future Positioning
  - ◦ Learning/discussion about an issue critical to the future of the organizational, as determined by the Board's annual work plan.
- ➢ Operational Concerns
  - ◦ Tracking progress with strategic plan
  - ◦ Update from staff
  - ◦ Project management from committees
- ➢ Board Self-Assessment
- ➢ Announcements
- ➢ Adjournment

The Role of the Chair

Board leadership is more than chairing a meeting. The whole job wraps itself around assuring the integrity of the board's process in governing the organization. This includes several actions outside of the meeting as well as inside the meeting, as follows:

- Preparing for the meeting, including creating a written governing agenda and orchestrating an effective approach to take in discussing issues on the agenda.
- Planning, in advance of the meeting, the approximate timing for each topic of the agenda to manage the time effectively.
- Tracking projects for accountability, making sure that nothing falls through the cracks.
- Being conscious of how you are conducting the meeting to optimize the participation of the members and create meaning and substance from the discussions held.
- Effectively facilitating all discussions, assuring inclusiveness and full participation. You can delegate facilitation of individual topics on the agenda.
- Motivating board members to engage and participate in the work of the board, sometimes between meetings.
- Assuring orientation of new board members BEFORE their first meeting.
- Occasionally acting as spokesperson for the board to outside organizations.

Remember, the board is responsible for its own job design, its own process, discipline, capacity-building, and performance. As chair, you assure integrity to the board's decisions about these concerns.

Board Chair / Facilitator Competencies – An Assessment Tool

Assess your own competencies on a scale from 6-1
with 6 meaning extremely competent and 1 meaning no competence in the area described

Listening: The group is focused and energized by the power of the board chair's	
• the whole group and for each person around the table	6 5 4 3 2 1
• where the group has been, where it is going and how best	6 5 4 3 2 1
• the group's purpose, strategies, and commitments	6 5 4 3 2 1
• the magnificence of each person	6 5 4 3 2 1
• the spoken and unspoken communication	6 5 4 3 2 1
• what is present and what is missing	6 5 4 3 2 1
Speaking: The board chair can capture and communicate an authenticity that commands the group's energy through a resonating voice. Whole body speaking includes confident posture, deep and relaxed breathing, vocal resonation, and projection. Developing a command of the whole range of human expression allows the board chair to transfer energy to each member of the group.	6 5 4 3 2 1
Intervening: Effective interventions include the following:	6 5 4 3 2 1
• creating a safe environment for all board members	6 5 4 3 2 1
• managing time	6 5 4 3 2 1
• encouraging participation and using specific strategies to elicit participation, i.e., a brainstorming session	6 5 4 3 2 1
• monitoring the energy of the group	6 5 4 3 2 1
• actively shifting levels of the dialog, pulling the conversation to broad	6 5 4 3 2 1
• keeping on task	6 5 4 3 2 1
• creating a future	6 5 4 3 2 1
• identifying issues, challenging assumptions and stale behavioral patterns of participants, drawing out new thinking	6 5 4 3 2 1
• identifying agreement and disagreement	6 5 4 3 2 1
• inquiring not advocating	6 5 4 3 2 1
• seeking first to understand, then seek to be understood	6 5 4 3 2 1
• bringing a dialog to completion, including acknowledgement and expression of frustration and hurt as well as celebration and affirmation	6 5 4 3 2 1
• taking straw polls to determine agreement to determine if further discussion is needed	6 5 4 3 2 1

The Chairman's Plan of Work

As you prepare for your year as chair, there are several things you should review and plan for with your board.

Tools to Get the Job Done

1. Bylaws
2. Current Board Policy or Standing Rules
3. Current Strategic Plan (if available)
4. Board Meeting Agenda
5. Robert's Rules of Order, Newly Revised (if appropriate)
6. Delegation to board members to facilitate certain conversations
7. Process tools to encourage participation and diversity of perspectives.

Preparation to Take Office

1. Meet with your ED and key staff to understand "how" they work and think about your organization.
2. Review your bylaws and notice the promises made to the members, defined roles and responsibilities.
3. Review your financial statements. Seek insight into the financial vulnerabilities of the organization.
4. Review your strategic plan and define what you would like to assure gets done this year inside that plan.
5. Collaborate and work with your chair-elect to create continuity going into next year. Whatever you launch this year must be carried through by your successor.
6. Reflect on "who you want to be as a leader" in the organization. "How" do you want to lead? What does the organization need from you at this time in its history? Reflect on what you need to learn and what you need to do to project your desired image?

Planning Your First Board Meetings

Get clear about what is governing and what is operational project management. Assure that your Board errs on the side of governing!

1. **Plan a time to orient your new board members and integrate the new members into the body of the board.**
   Purpose: Few of us learned "how to govern" in school. When people come to serve on a board, few have quality experience in the ways of board work. A proper, formal orientation will shorten the learning curve, help people to understand expectations and the path the board has been on and where it needs to go.

Method: Call a special pre-meeting of the new board members with officers who will participate in the orientation. This is a time to talk about key documents, share how to prepare for meetings, traditions of the board and where we are going.

When the full board joins you after the pre-meeting, plan a team-building activity to help people to get to know each other by name. You may also want to integrate them to answer a question related to governance as they introduce themselves. Good questions include: "Why did you want to serve on this board? What strengths do you bring to the work of the Board? What do you consider to be good governance? OR as an alternative, gather a few household "props" such as a candle, keys, paintbrush, sandpaper, remote control, cell phone, etc. and ask each board member to select a prop and explain how it connects with the future of the organization.

2. **Plan a time to review the bylaws and any other existing policy with the whole board.**
   Purpose: Since the bylaws are the agreement between the Organization and its members, and because the Board needs to abide by the bylaws, it is important to assure that everybody knows the content of the bylaws.
   Method: Ask everybody to read them in advance of the meeting then at the meeting discuss key provisions that have considerable implications for the Board's work.

3. **Plan a time to review the financial status of the organization in detail.**
   Purpose: With the Board's fiduciary role, it is important the Board fully understand the financial picture, complete with where the organization's financial vulnerabilities exist.
   Method: Conduct Board education either at a meeting or through a webinar. If you need a knowledgeable, competent presenter, who can point out the vulnerabilities and critical areas for board concern, seek the assistance you need.

4. **Plan a method to keep the current strategic plan in view so that the Board will see advancing the organization toward the future as a priority.**
   Method: Obtain an update on accomplishments inside the strategic plan from committees and staff. As a board, determine if the plan is relevant, needs to be tweaked or needs to be overhauled. Plan a timeline around that decision. Additionally, assure that new committees have clear committee charges related to advancing the strategic plan. Review progress on a quarterly or semi-annual basis.

5. **Plan an Annual Plan of Governing Work for the Board**
   Purpose: The Board needs to be on the same page and working as a single entity. Creating an annual plan of work will create an agreed upon path with shared commitment of the Board. Additionally, a shared plan of work will keep the board in a more proactive mode rather than continuous reactivity from committees.
   Method: Plan time for the Board to discuss "What do we as a Board want to accomplish this year? What do we need to learn or learn about? How do we want to enhance our governing capacity this year?" Brainstorm ideas from the group, prioritize the list and select the most compelling priorities. Pick no more than two. Once selected, create a sequenced action plan that can be played out over the course of your year as Chair to assure that the shared priority actually gets done.

Important Values to Integrate into Your Leadership Practice

- Think of yourself as a servant-leader to the board, not the "one in charge." Your specific job is to assure integrity through group process. For best results, the process **is** the task that you are personally responsible for as chair.
- Honor people's time. Start and end the meetings on time.
- Inclusiveness. Do your best to create a safe environment for all members of the board to participate fully.
  - For example, if you are going to call on an individual who hasn't participated in the conversation, give them warning …don't surprise them.
  - "After we hear from Jim, then I'd like to hear opinions from Cindy, Kate and Jerry."
  - Your job is to assure the board is whole and healthy. Develop a radar for micro-aggressions that may offend individuals on the board. To assure safety for individuals, your job is to address the offending party and assure personal awareness is created for the offending behavior and that apologies are made.
- When engaging in an interaction (with members, volunteers or staff), always seek first to understand the situation fully before you judge the situation. Once you fully understand the thinking that underlies opinions or actions in the situation, then you may seek to be understood, defining your own driving values that underlie your thinking. Inquiry invites dialogue. Judgment closes doors.
- Respect your staff. You are a partner with the Executive Director. You are the Chief Governing Officer; your ED is the Chief Staff Executive (CSE). These are two separate and distinct roles. Admittedly, mutual respect is key, but to show respect from your side, do these things:
  - Keep the CSE informed.
  - Follow the rule of no surprises
  - Publicly support the CSE
  - Fully consider recommendations and information offered by CSE.
  - Back CSE decisions if the board has delegated a job to the CSE
  - This does not mean you must rubber stamp everything.
  - Recognize the boundaries of the two positions. The board has one employee, the CSE; all other staff are the employees of the CSE.
  - Recognize the limits of your authority. The CSE reports to and is accountable to the full board, not just the chair. The chair of the board needs to be very self-aware about when you are reaching in too far into operations.
  - You can give the CSE suggestions, but do not demand or command. That authority belongs to the full board who were elected by the membership.
  - Most of all, don't forget about the human aspect of the relationship. Showing gratitude, sharing compliments, and demonstrating compassion are critical to supporting the human side of the relationship

Transparency

Twenty years ago, transparency was a passive posture on the part of the organization. "Letting the truth be available for others to see if they so choose, think to look or have the time, means and skills to look."

Today, transparency requires *active disclosure* which requires that you "call attention to deeds, intentional and unintentional, positive and negative".

In the 21st century world, networks trump hierarchies. Your board is a hierarchical structure. Social media engages a network that cannot be controlled by any hierarchy. Boards can no longer control messages for public consumption, keep secrets, or make decisions behind closed doors. In today's world, someone will tweet or send an SMS message to non-board members even while the meeting is still in progress. Boards need to acknowledge this fact of today's environment, embrace it and engage with it.

Elements Required for a Transparent Organization
- A culture dedicated to openness and a commitment to transparency.
- A culture that encourages, ensures, and rewards openness at every level, accompanied by intolerance for opacity, obfuscation and fraud.
- Well-trained staff and volunteers at all levels with the wisdom, integrity, confidence and security to do and say what is right and to recognize when things are not being done that should be done.
- Established means of proactive communication to the organization's important stakeholders.

Board's Responsibility for Transparency
The Board bears direct responsibility for creating a culture of transparency. This includes how decisions are made, inclusiveness in decision-making and prevention of undue influence in decision-making including active monitoring of conflicts of interest.

The board should establish policy that ensures and rewards transparency and it should diligently monitor implementation of its transparency policies. This includes:
- Decisive intervention to ensure completeness of reports upon which decisions are made.
- Ensuring that facts are not obscured, and that
- Conflicts of interest are eliminated

Transparency demands active disclosure with the relevant communities.
- Communicating essential information in a timely and convenient fashion
- Providing fast, easy, and inexpensive means of getting feedback
- Accurate and understandable discussions of the community's value drivers
- The things that mean success or failure for the organization
- Frequent communication
- Feedback from the community that tells the organization what it is doing well and what it needs to work on

What is Conflict of Interest?

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.

Your organization should have a written policy regarding conflicts of interest.

Declaring Direct Conflicts of Interest
Many organizations request a "Declaration of Conflicts of Interest" on an annual basis. This information is filed away and never referred to during the year. Today, the annual declaration of conflicts is not enough. **There is an obligation to declare a conflict prior to the discussion of the conflicted issue.**

The board should define in policy what its response to a declared conflict will be. In some organizations, if there is a member with a conflict, they must leave the room while the discussion on the issue ensues. However, there are other choices, but this must be clearly stated in board policy prior to the appearance of conflicts of interest to avoid any question of transparency. The choices of board action when a conflict is declared are as follows. A determining factor is how close is the conflict of interest and the level of influence the party has among the board members themselves.
- The person with the conflict may participate in discussion but may not vote
- The person with the conflict may be present in the room during deliberation, but not participate
- The person with the conflict must leave the room

Finally, Board members must not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she should first resign from the board.

Other Types of Conflicts of Interest
As stewards of the future, Board members must have loyalty to the common good of the organization, unconflicted by loyalties to staff and volunteers, other organizations, and any personal interest as a member.

Closed or In Camera Sessions
The Board may elect to go into In Camera Session to discuss executive job performance, pending or anticipated lawsuits and real estate negotiations. It is always best for the Executive Director to be present for those sessions to assure the Board does not stray into unlawful territory. To maintain trust with the ED, if the board goes into an in camera without the ED, then it is recommended that the Board Chair inform the ED about the anticipated topic to be discussed, then report to the ED after the session the outcomes determined, but not the content of the dialogue itself.

Closed Session Process

- The Board must vote in open session to close the session
- Minutes must reflect the vote of each member, the reason for the closed session and the time when the closed session commenced and concluded.
- The meeting shall be reconvened in open session before any formal action may be taken.
- Formal action means a collective decision, commitment or promise to decide on any question, motion, proposal …formation of a position or policy but does not include negotiating guidance given by members of the Board to legal counsel or other negotiators.

Tips on Board Facilitation

1. Scaling the Passion

When a trustee speaks to an issue with apparent great passion, ask them to rate their personal
passion for the issue on a scale from 10-1 with 10 being the strongest passion they have ever felt and 1 being no energy for this issue.

2. Disposing of the Personal Agenda

Issues pursued by the Board must be shared by the Board and not the agenda of one.

When a trustee brings up an issue that appears to be a personal agenda item, do not assume that the Board should pursue the issue. Ask the question:

- Is this a shared issue among the Board?
- Does the Board wish to pursue this conversation?
- THEN VOTE.

A further progression after establishing whether it is a shared concern is:

- Whose issue is this? The Executive Director's or the Board's?
- What have we already said about this issue in policy?

3. Creating a Rational Process for the Board

Often Board tensions arise because of a dispute about the 'how to' rather than 'the what'. One effective technique to employ is the "meta"-conversation.
Before jumping into the detail of any issue, decide the following as a Board:

- What is the nature of this issue?
- What should be our endgame or result because the Board took up this issue?
- How much time do we want to spend discussing this issue?
- What do we need to learn in order to discuss this issue in an informed way?
- Who do we need to consult with or hear from to better understand the salient perspectives of this issue?
- Will we reconsider our initial position if we learn new information?

4. Assuring a Diversity of Viewpoints

Boards can make bad decisions when it does not consider a diversity of perspectives about an issue. It is often helpful to get a 360° view of an issue if you use different frames from those that are around the board table.

Two great exercises for considering diverse perspectives follow.

Six Thinking Hats (developed by Edward deBono)
Six Thinking Hats can assist both boards and staff in diversifying and crystallizing their thinking in developing policy. Boards that use this thinking tool are more likely to have vibrant discussions around critical issues that impact the organization.

The theory of the six thinking hats is for everyone in the room to brainstorm their thoughts from a specific perspective at the same time, then you move on as a group to the next "hat". Moving through the "hats" as a group reduces the possibility that a member will get stuck in one perspective and disrupt the board's thinking process.

The six hats are:
- White hat thinking = information
  - What information and facts do we have? What would we need?
- Red hat thinking = personal feelings, emotions, intuition
  - Red hat thinking legitimizes the emotion and feelings as an important part of thinking; it taps into the energy, stepping in before one gets entrenched into an emotion. There is no need to justify red hat thinking.
- Black hat thinking = caution, risks, difficulties, challenges
  - The black hat is the basis for critical thinking. It exposes caution and care and points out the weaknesses in an idea.
- Yellow hat thinking = possible benefits, value
  - The yellow hat is optimistic thinking, seeking hope and positive value, a positive assessment of an idea. What are the possible benefits of this idea? What value could this bring to us?
- Green hat thinking = creativity, new ideas
  - Green hat thinking seeks alternatives, creativity, and new ideas. It results in generative thinking. It causes a creative pause and allows generation of new possibilities.
- Blue hat thinking = organization and management of how the process unfolds
  - Blue hat thinking facilitates the focus of the discussion, thinks through the definition of problems and the questions to be asked. It monitors the thinking to ensure the rules of the game are observed. It summarizes, observes, and concludes.
  - Board chairs need to master "blue hat thinking"!

Another process to explore a range of perspectives is learned from the Iroquois Nation. In that culture, no decision could be made until four perspectives were presented. Those four perspectives are:

Perspective	Animal Representati	Questions to be asked in this perspective
Wisdom	Elk	What have we learned from the past that would inform us about this issue today?
Big Picture	Eagle	How does this issue impact the context of the big picture?
Caring & Nurturing of the	Mouse	Who is impacted by this decision? Who is likely to win? Who will lose in this decision? How would we take care of those who lose?
Introspection	Bear	What do you see in this issue from your "gut"? How do you really *feel* about this issue?

In anticipation of this process, the chair could request specific individuals to speak to the issue from the specific perspectives during the meeting. A better alternative might be to ask individuals to come prepared to speak to the assigned perspective. This gives people time to think and formulate a deeper response to the question.

Conflict Resolution

Personal Reflection on Problem Solving
- What is great about this problem?
- What is not perfect yet?
- What am I willing to do to make it the way I want it?
- What am I willing to no longer do in order to make it the way I want it?
- How can I enjoy the process while I do what is necessary to make it the way I want it?

What assumptions are you holding?
- Challenge yourself in terms of what is the payoff for you to keep the conflict going.
  - To prove you are right
  - To prove another is wrong
  - To dominate another
  - To avoid domination
- Challenge your own assumptions and beliefs.
- Inquire about the assumptions present on the conflicting side.
- Inquire about your own motivation to keep the conflict going.

Progression in Conflict Resolution
1. State your viewpoint
2. Reflect your understanding of the other's perspective
3. Identify *interests*, not *positions*.
4. Identify whether the issues are the same or whether they are separate
5. Look to **'bridge'** a mutual understanding or compromise; *your views may not necessarily be mutually exclusive (this is particularly true if you find your conflict is over different issues)*
6. Look for 'win/win' solutions.

Bridging
- If individuals are arguing separate issues within the same conflict, the conflict will continue without resolution. Bridging allows you to identify the separate issues.
- Priorities should be primarily based on the mission of the organization.

Resolution
Stay in the trading zone.
- What would you need from me to resolve this conflict?
- What do you need from us to resolve

this conflict? What do we agree on?
- Similar Motivation?
- Philosophies or Concepts?
- Facts?
- Methods?
- Would you agree to disagree?

Board Skill Assessment
Building Capacity in Leadership and Group Process

	Group Process - Collaborative Dialogue Competencies	6=strongly agree; strongly disagree=1
1	**Respecting.** *Make a deliberate space for those who hold a different perspective.* • Hold tension vs react to it. • Accept tension without intensifying the deep divisions we sometimes feel within. • Instead of assuming you understand someone, *make them strange.*	6 5 4 3 2 1
2	**Listening.** *Much of our listening comes from predisposition, not from the situation.* • Notice your thoughts. • Notice opposing viewpoints o ***Look for evidence that disputes your expectation.***	6 5 4 3 2 1
3	**Suspending** --*The minute you judge something, you block out other possibilities. Suspension gives us access to perceive the impulses that lie behind every day thought.* • *Inquire about what you observe vs react or defend* • Why are you so sure about this? • Why are you holding on to this so intensely? • What is the payoff to you? • What do you fear you would lose?	6 5 4 3 2 1
4	**Voicing** • *What needs to be expressed now?* • Courageous speech	6 5 4 3 2 1
	Individual Competencies	
5	**Active listening:** The ability to listen with your whole body, receiving the words and perceiving and acknowledging the emotion and intensity connected with the words spoken. It includes listening with your ears <u>*and*</u> your heart.	6 5 4 3 2 1
6	**Contributing relevant experience and knowledge:** The internal ability to accurately assess the impact of relevant experience, knowledge and gaps of information, and contribute meaningfully to the conversation.	6 5 4 3 2 1
7	**Staying in present moment awareness with judgment suspended:** The ability to stay in the moment, rather than worrying about the future or regrets and wounds of the past. This state of mind allows one to be open to the logic of others and at the same time, measures applicability of that logic to the situation. In order to achieve active listening, one must be in this state of mind. Defensiveness, talking over others in a dialog, and "checking out" of the dialog are sure signs that a trustee is not in present moment awareness.	6 5 4 3 2 1
8	**Focused curiosity**: The ability to recognize and inquire about what drives the perceived emotion behind the words spoken, what information gaps might exist, and what underlying assumptions drive an opinion, beginning with an internal listening. For example, "What do you know that I don't know that drives you to an opinion totally opposite of mine, particularly when we are looking at the same facts?"	6 5 4 3 2 1

9	**Thinking laterally**: This is the ability to explore issues by "standing in someone else's shoes" or looking at the situation with different eyes. When each trustee "tours" different points of interest, new insights emerge.	6 5 4 3 2 1
	Leadership Competencies	
10	**Self-management–** the ability to take responsibility for all your thoughts, feelings, body sensations, physical environment, people you are with, and all your circumstances. It is a personal commitment to be an active player in the moment, contributing dynamic energy in every situation.	6 5 4 3 2 1
11	**Focused drive** -- the ability to create ambitious goals, build momentum by directing energy at specific targets, balance tasks when faced with little time and resources, and retain focus despite distractions.	6 5 4 3 2 1
12	**Conceptual thinking --** the ability to create a vision through a process of connecting ideas or situations into new groups, new patterns, and new applications.	6 5 4 3 2 1
13	**Systemic thinking** -- the ability to think relationally to all the interdependent segments of the whole, anticipating the patterns and natural consequences found in any system.	6 5 4 3 2 1
14	**Strategic thinking** -- the ability to assess short- and long-term gain, access creativity to solve problems and resolve conflict, and be proactive in creating policy and direction.	6 5 4 3 2 1
15	**Emotional intelligence** -- the ability to practice ethical behavior, honesty and integrity with yourself and others. This competency brings tolerance of other beliefs that conflict with your own.	6 5 4 3 2 1
16	**Negotiating skill** -- the ability to modify personal behavior to meet the needs of others, resolve conflict, and access creativity when resources are scarce.	6 5 4 3 2 1
17	**Trusted influence** -- the ability to maintain effective relationships in a highly political environment.	6 5 4 3 2 1

Board Effectiveness Survey

Directions: Please read and weigh your personal experience of each statement carefully. Then rate your experience on a scale from 1-6 with 6 being strongly agree and 1 being strongly disagree. Fax your responses to_____for inclusion in the compiled results.

		agree		disagree
1	Our Board shares a clear understanding of and commitment to the mission of our organization.	6 5 4 3 2 1		
2	Our Board represents the various interests of the organization's ownership.	6 5 4 3 2 1		
3	The whole attitude of the Board is forward-looking with a confident expectation of growth and development of the organization.	6 5 4 3 2 1		
4	In its decisions, our Board is advancing the cause of our community organization.	6 5 4 3 2 1		
5	I know exactly what is expected of me in my position as a trustee of the organization.	6 5 4 3 2 1		
6	There is a sense that the whole Board is more important that any of its parts.	6 5 4 3 2 1		
7	Our Board has a sense of being rooted in some important tradition and of providing continuity for a program which has been and continues to be of importance.	6 5 4 3 2 1		
8	Every Board member accepts every other Board member with a due appreciation of one's strengths and a tolerance of one's quirks and weaknesses.	6 5 4 3 2 1		
9	The members of our Board easily communicate with each other.	6 5 4 3 2 1		
10	There is a capacity to resolve dissent and discord or, if it cannot be resolved, to keep it in perspective in terms of larger purposes.	6 5 4 3 2 1		
11	In case of conflict, our Board has the capacity to examine the situation objectively, identify the sources of difficulty, and remedy them.	6 5 4 3 2 1		
12	Everyone concerned with a particular decision actually helps to make it.	6 5 4 3 2 1		
13	Our Board has a sense of its priorities and works through them in the course of our meetings.	6 5 4 3 2 1		
14	Our Board works as a unit rather than as individual performers.	6 5 4 3 2 1		
15	I feel my time is well spent when I attend Board meetings of this organization.	6 5 4 3 2 1		

Creating the Board's Annual Plan of Governing Work

Complete this activity at the first meetings of your chairmanship. Complete the questions below to develop the Board's Annual Plan of Governing Work. This plan should be created with the input of the board, followed by the chair determining how to manage the workload in the course of the year, keeping in mind that you can tackle one issue at a time by allocating priority topics over the course of the annual meeting calendar.

1. What is the impact/results we wish to make this year because we are doing the right work as a board?

2. What critical issue do we choose as our priority topic for exploration this year that will impact our members or the organization? *(Brainstorm for topics then select a priority) This activity sets the stage to prepare the organization for the future.*

Consider the following areas for opportunities:
- Governance issues and structure of the organization,
- Leadership development and board and management succession planning,
- Management and administration issues (including financial sustainability to provide necessary services),
- Internal communication and external communication,
- New programs and services to be developed or innovated or old ones that should be abandoned.
- External issues that will impact the viability of the profession or the sustainability of the organization
- The regulatory environment,
- Future issues of the profession,
- Positioning ourselves for a networked community; becoming an effective intergenerational community,
- Strategic partnerships to further our cause, etc.

    a. From what perspectives do we need to explore this priority issue to fully understand it?

    b. What information do we need to understand the issue identified? What data do we need? Who do we need to talk to/hear from?

3. What standards of service do we need to address this year to improve our relationships with our membership?

4. What do we need to learn from our members as owners this year to assure that we are in alignment with their values?

5. At the end of the year, how will we know that we were successful in governing this year? What will be our metrics?

6. What governing/leadership competencies do we need to build muscle in to improve our governance capability as a group authority?
Consider defining our rules of engagement, discipline required of our board for accountability to the membership, dialogue skills, group process decision-making, communicating effectively with each other, active listening, inquiring vs advocating, understanding governance, delegation to staff or project management committees, relationships between components such as the Executive Committee and the Board, committee accountability for results, being more inclusive or transparent in our process.

Instruction to Chair: Gather all the issues that have been prioritized for the year by the board and plan the "curriculum" for the board to address these things in a logical progression over the course of the annual meeting schedule. Use Board Task Forces as needed to do the intelligence gathering in preparation for the assigned meeting.

Committee Project Assignment

Delegatee_____   **Delegator** _____

Date Assigned_____   **Date of Completion** _____

☐ What is the task?

☐ What are the desired results/deliverables?

☐ What are the guidelines? *What parameters or steps must be followed or what must be avoided? What authority is delegated?*

☐ What resources are available? *Financial, human, expert.*

☐ What is the accountability for the project? How will performance be measured? **When** will progress reports be given?

☐ What are the consequences for accomplishing (or not accomplishing) the desired results within the terms listed here?

Adapted from The Seven Habits of Highly Effective People by Stephen Covey

Template for Creating a Committee Plan of Work

Committee:	Date:

Identified Outcome or Task Assigned by BoD:

Vision for our work product: (i.e. What outcome(s) do we want in relation to this topic? What
good for which people at what cost?)

Our overall plan of work, action steps needed, who will be responsible?

Action Step	Date Due	Responsible Party?

Date Due	Specific Assignments by Committee Member	Task

Resources Required from Staff	
$	
Time	
Skills	

Template: Committee Minutes

Members	
Members	
Staff Present	
Guests Present	

Date & Location:

I. Topic of Discussion: (insert agenda topic)
Brief Summary of Discussion, including the range of opinion and alternatives discussed:

Committee Action:
MOTION (if
applicable):

Committee Vote: ☐Unanimous☐Count _____Yes/_____No

Required Board Action: ☐Report only. No action required.
☐Deliberate and vote on committee recommendation.
☐Other (please specify)

II. Topic of Discussion: (insert agenda topic)
Brief Summary of Discussion, including the range of opinion and alternatives discussed:

Committee Action:
MOTION (if
applicable):

Committee Vote: ☐Unanimous☐Count _____Yes/_____No

Required Board Action: ☐Report only. No action required.
☐Deliberate and vote on committee recommendation.
☐Other (please specify)

Summary of Assignments to Complete Prior to Next Meeting

Task	Person(s) Responsible	Deadline

Submitted by:
Submit Board committee minutes at least two weeks prior to the upcoming Board meeting for inclusion in the Board consent agenda.

CHARTING OF DECISION-MAKING RELATIONSHIPS

Rationale:
The Board of Directors has the ultimate authority, responsibility, and accountability for all that does and does not happen. However, as the affairs of the organization cannot be efficiently managed through a monthly Board meeting, the Board of Directors and Chairman of the Board may delegate their authority and responsibility to others.

For the organization to work smoothly, it is essential that each involved person within the organization understands where the authority, responsibility and accountability for various functions and decisions lie. It is also essential that all involved members of the organization have a clear understanding of who in the organization must be consulted before a decision is made and who should be informed of a decision when it has been made.

In many cases, simply separating functions between direction-setting and management functions or between policy and operating decisions is not sufficient to ensure that all necessary members of the organization have appropriate expectations or an adequate understanding of the expectations of others within the organization. The process of "Charting Decision Making Relationships" has been designed to aid the involved members of the organization to think through and document the decision-making relationships within the organization.

For the purpose of this process, it is to be assumed that any authority or responsibility given to the Chairman of the Board can be delegated to staff. Only the Chairman's accountability to the Board of Directors cannot be delegated.

The process:
Each type of decision that should be made by the Board of Directors or the Chairman of the Board and for which the decision-making relationships need to be established should be listed on the worksheet under *"Description of Decision."*

Then the role of each of these elements of the organization should be noted in the appropriate column with the appropriate letter code.

Definition of Decision-Making Roles:
A. **Decision Maker**—The person or group within the organization with the authority and responsibility to make the decision. This person or group may seek advice or receive recommendations from others and needs to advise others once the decision is made.
B. **Make Recommendation to Decision Maker**—The person or group within the organization responsible for making a recommendation to the decision maker. This person or group may use other sources within the organization to study and develop the recommendation and may seek advice from other segments of the organization.
C. **Must be Advised**—The person or group within the organization that must be advised about a decision once it is made. If the decision is to be disseminated publicly or to the organization (or both), such person or segment of the organization is to be advised beforehand.

D.   A = Decision Maker; B = Makes Recommendation to Decision Maker; C = Must be Advised

DECISION-MAKING MATRIX

Description of Decision (Area)	ROLES OF			
	Board of Directors	*Board Chair*	*Treasurer/ Finance Committee*	*ED*
ED / AMC				
Hiring ED				
Evaluation of ED performance.				
Establishing ED's compensation.				
Approval of ED's official travel other than to organization conferences & meetings.				
Acceptance by ED of any gift from a vendor with a value of more than $75 (i.e., golf outing, tickets to athletic event, etc.) based on service to the organization				
Employment and/or appointment of ED direct reports				
Assignment of tasks to ED				
Prioritize tasks for ED				
Selection of or change in Strategic Partnerships. **Definition:** Strategic Partnership Includes financial risks and gain for both parties.				
Selection of or change in Strategic Alliance. **Definition:** Strategic Alliance: An exclusive relationship that may require board action for licensing				
Selection of or change in Business Relationships: **Definition:** Business Relationships with groups without risk but provide PR value. These may be approved by the Board.				

A = Decision Maker; B = Makes Recommendation to Decision Maker; C = Must be Advised

DECISION-MAKING MATRIX

Description of Decision (Area)	ROLES OF			
	Board of Directors	Board Chair	Treasurer/Finance Committee	ED
Governance Concerns				
Bylaw Changes				
Board agenda				
Appointment of Committees doing operational work				
Appointment of Committees doing governance work				
Determining membership categories and fees				
Defining membership eligibility				
AGM meeting agendas				
Preparing Board materials for decision-making				

DECISION-MAKING MATRIX

Description of Decision (Area)	ROLES OF			
	Board of Directors	Board Chair	Treasurer/Finance Committee	ED
Budget/Fiscal Control				
Annual Operating & Capital Budgets				
Overspend overall budget.				
Reallocation of line items in budget				
Board Chair's travel and credit card expenses.				
ED's travel and credit card expenses				
Financial investment decisions				
Using long-term reserves				
Writing checks				
Approval of expenditures				
Other:				

DECISION-MAKING MATRIX

A = Decision Maker; B = Makes Recommendation to Decision Maker; C = Must be Advised

Description of Decision (Area)	ROLES OF			
	Board of Directors	Board Chair	Treasurer/ Finance Committee	ED
Organization				
Approving membership applications				
Business plan and changes to plan				
Changes in organization brand and logo				
Changes in office hours				
Employment of auditing firm				
Serious unresolved member concerns				
Determining additional staff positions				
Promotional publications, including brochure copy				
Press releases				
Website content & development				
Contracting of strategic planning facilitator				
Contact with local government officials				
Contact with National Organization				
General programming				