Board Tools

9 Ways to Improve Board Processes

Bob Harris, CAE

Spring 2012

Introduction

Read a set of minutes and one may ask why the board convened? Their was no evidence of significant actions and the majority of time was spent listening to reports.

Assess the agenda and one wonders if the board had adequate (any) time to focus on the mission, members and goals.

From the process of commitment to agenda design, there are ways to enhance governance and improve outcomes. Don't let, "we've always done it this way" be your mantra.

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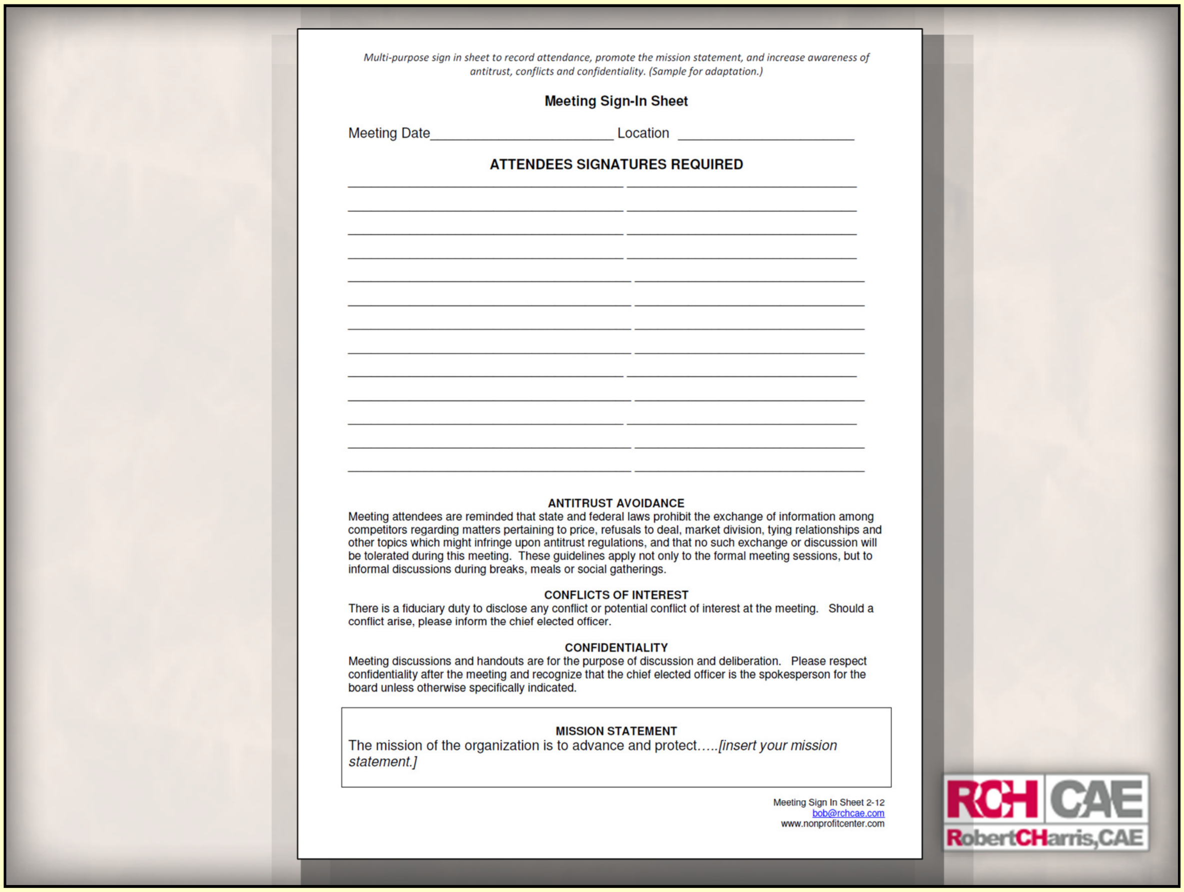

Multi-purpose sign in sheet to record attendance, promote the mission statement, and increase awareness of antitrust, conflicts and confidentiality. (Sample for adaptation.)

Meeting Sign-In Sheet

Meeting Date______________________ Location ______________________

ATTENDEES SIGNATURES REQUIRED

ANTITRUST AVOIDANCE

Meeting attendees are reminded that state and federal laws prohibit the exchange of information among competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships and other topics which might infringe upon antitrust regulations, and that no such exchange or discussion will be tolerated during this meeting. These guidelines apply not only to the formal meeting sessions, but to informal discussions during breaks, meals or social gatherings.

CONFLICTS OF INTEREST

There is a fiduciary duty to disclose any conflict or potential conflict of interest at the meeting. Should a conflict arise, please inform the chief elected officer.

CONFIDENTIALITY

Meeting discussions and handouts are for the purpose of discussion and deliberation. Please respect confidentiality after the meeting and recognize that the chief elected officer is the spokesperson for the board unless otherwise specifically indicated.

MISSION STATEMENT

The mission of the organization is to advance and protect…..*[insert your mission statement.]*

Meeting Sign In Sheet 2-12
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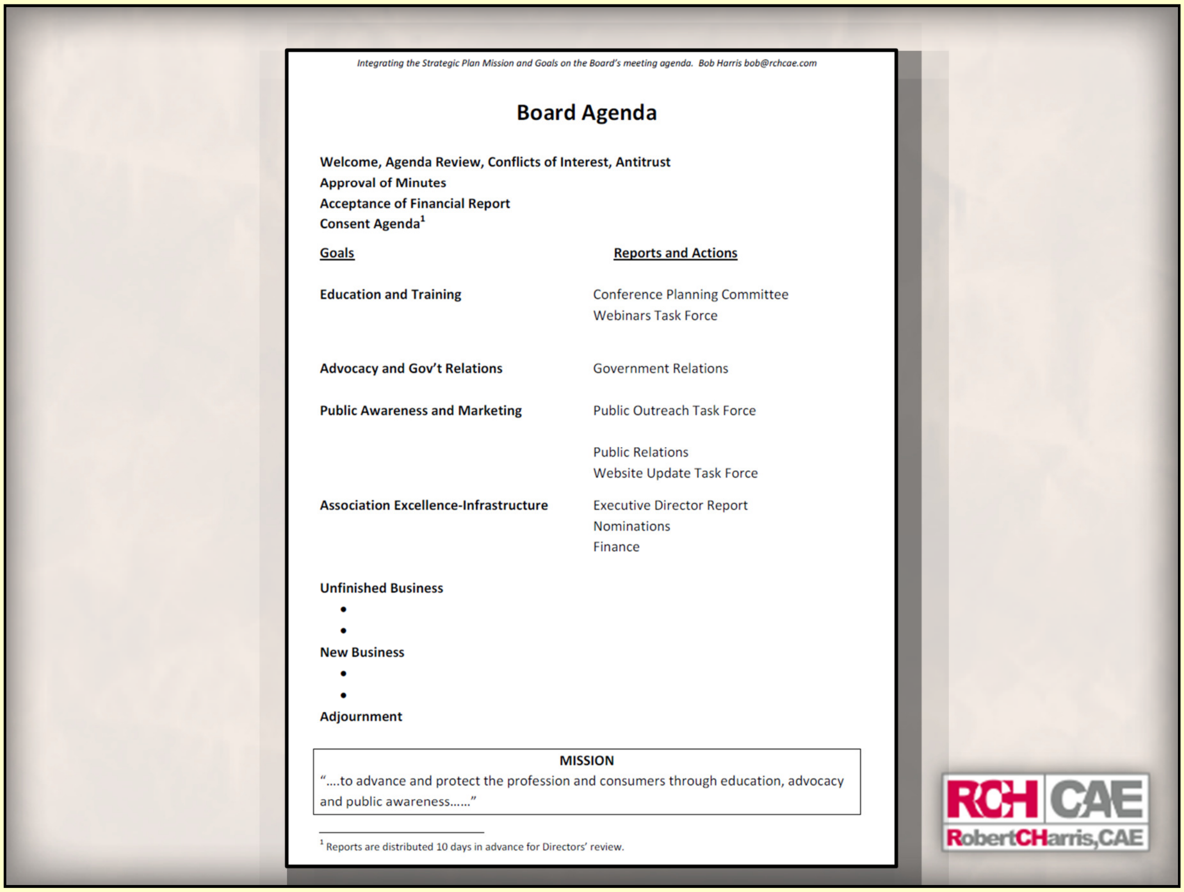
Sign In to Increase Awareness

- Skip the roll call by circulating an attendance sign-in sheet.
- Include the MISSION STATEMENT to serve as a reminder that all discussions should be framed by the mission.
- Promote compliance with ANTITRUST avoidance, disclosure of CONFLICTS OF INTEREST and the need for CONFIDENTIALITY by including the statements.
- Retain sign-in sheets in accordance with the organization's document retention and destruction schedule.

Board Tools - Samples



Integrating the Strategic Plan Mission and Goals on the Board's meeting agenda. Bob Harris bob@rchcae.com

Board Agenda

Welcome, Agenda Review, Conflicts of Interest, Antitrust
Approval of Minutes
Acceptance of Financial Report
Consent Agenda[1]

Goals	Reports and Actions
Education and Training	Conference Planning Committee Webinars Task Force
Advocacy and Gov't Relations	Government Relations
Public Awareness and Marketing	Public Outreach Task Force Public Relations Website Update Task Force
Association Excellence-Infrastructure	Executive Director Report Nominations Finance

Unfinished Business
-
-

New Business
-
-

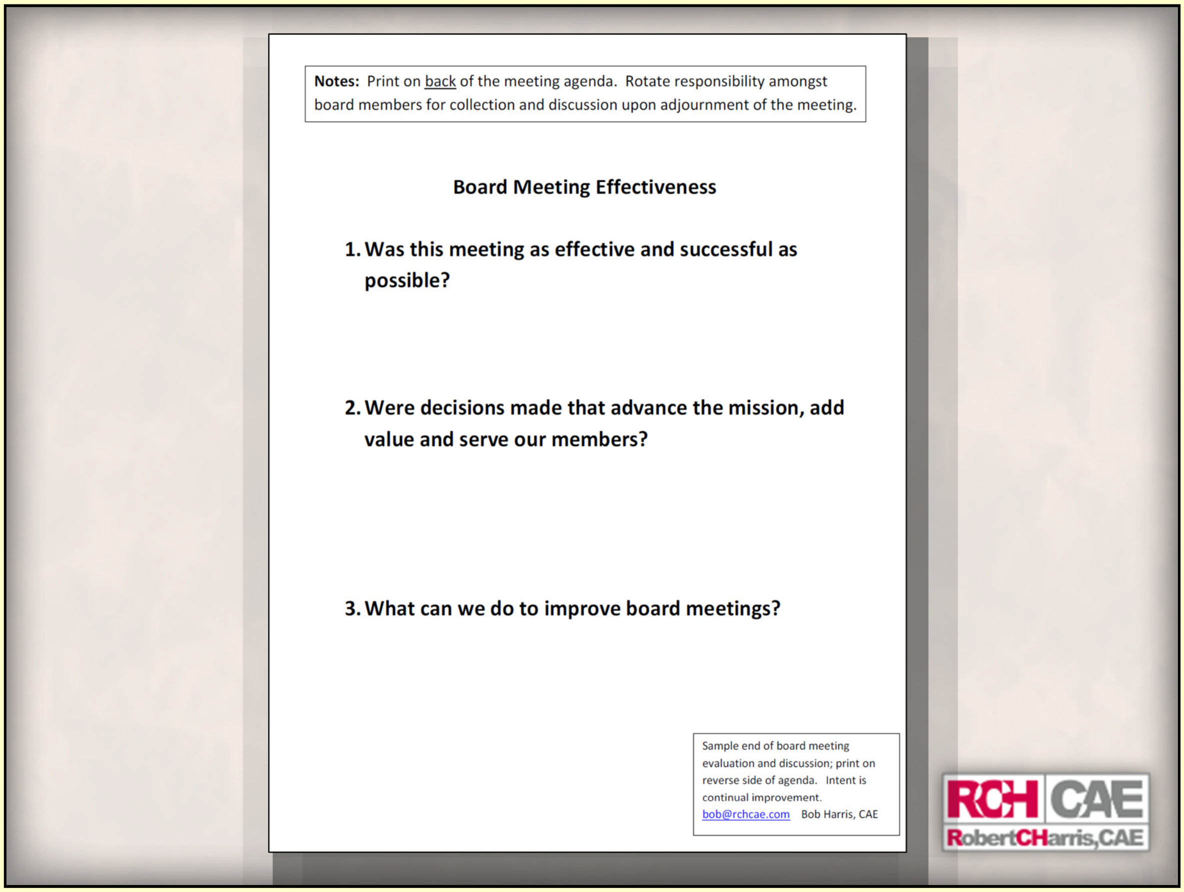
Adjournment

MISSION
"….to advance and protect the profession and consumers through education, advocacy and public awareness……"

[1] Reports are distributed 10 days in advance for Directors' review.

Craft a New Agenda Format

- Integrate a conflict of interest query at the start of the meeting so that directors can fulfill their fiduciary duty by disclosing any potential CONFLICTS with items on the agenda.
- Use a CONSENT AGENDA to deliver reports in advance. Accept one motion to approve the reports as distributed – possibly saving 30 to 60 minutes on verbal reporting.
- Reflect the organization's GOALS on the agenda and align the pending actions and discussions with their respective goal.
- Identify a MEGA-ISSUE on the agenda so that directors come to expect at least one of the critical issue to accomplish.
- Include the MISSION STATEMENT at the bottom of the agenda to frame discussions.



Notes: Print on back of the meeting agenda. Rotate responsibility amongst board members for collection and discussion upon adjournment of the meeting.

Board Meeting Effectiveness

1. **Was this meeting as effective and successful as possible?**

2. **Were decisions made that advance the mission, add value and serve our members?**

3. **What can we do to improve board meetings?**

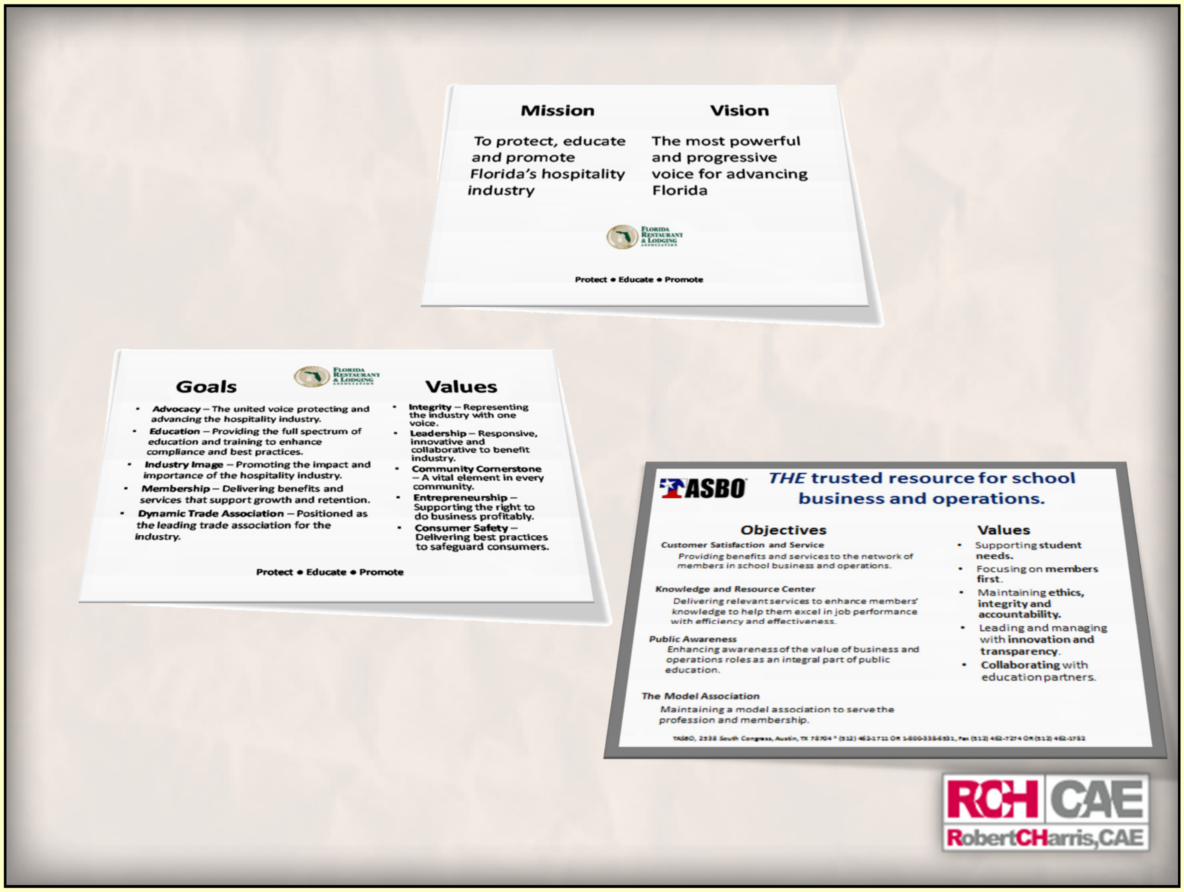
Sample end of board meeting evaluation and discussion; print on reverse side of agenda. Intent is continual improvement.
bob@rchcae.com Bob Harris, CAE

Evaluate Board Meetings

- Use the back of the meeting agenda to assess effectiveness of the meeting and how it can it be improved.

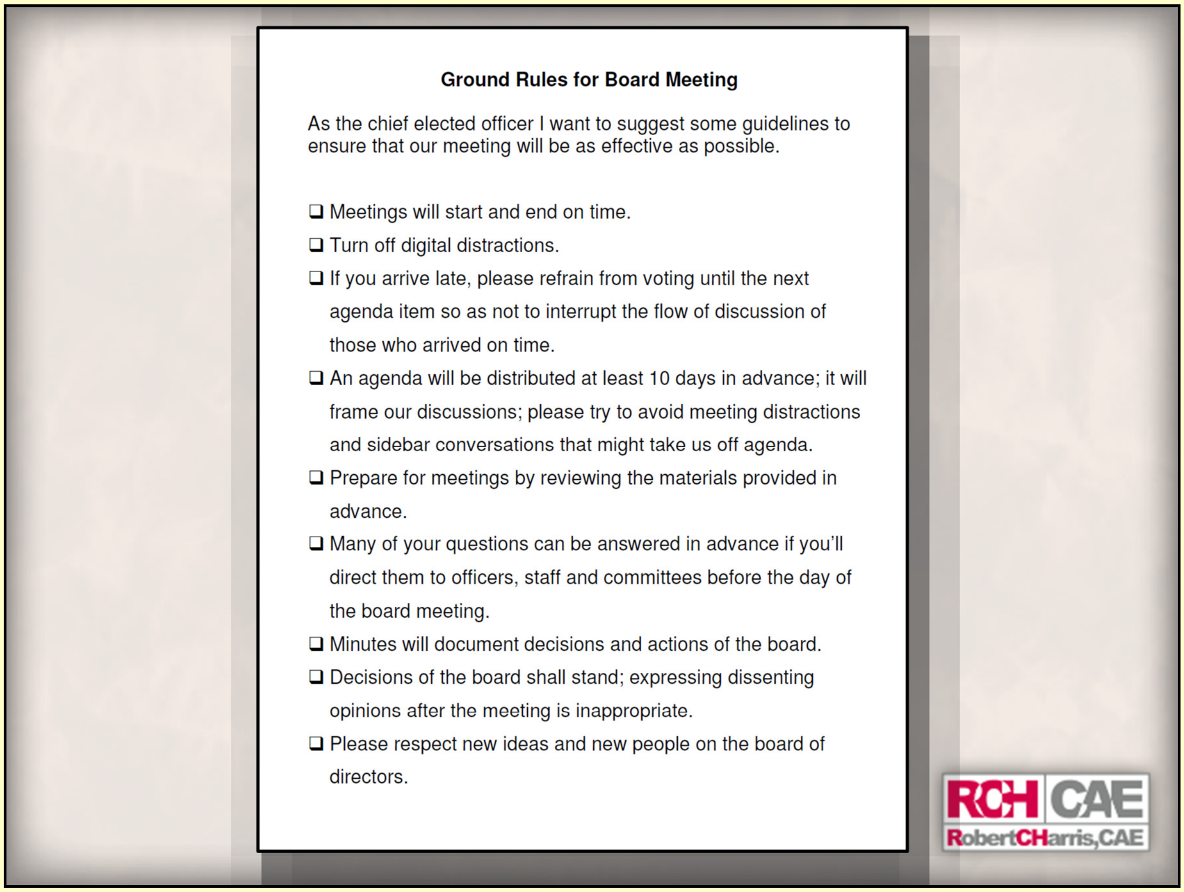
- Rotate responsibility amongst directors to conduct a 1-minute poll: 1) was it an EFFECTIVE meeting; 2) did we advance our MISSION and serve the members; 3) how can we IMPROVE the next meeting?

- If time runs out and you don’t get to the 1-minute poll, just having it on the back of the agenda is a subtle reminder that the board processes should be as effective as possible and open to improvement.



Carry the Plan in Your Wallet

- A convenient, economical method to keep the MISSION and PRIORITIES in the wallets of the leadership team.
- Reduce the elements of the strategic plan (MISSION, VISION, VALUES, GOALS) to fit on the front and back of a business card (or a bi-fold card if more space is needed.)
- Encourage leaders to cite the mission and goals when they are speaking or giving interviews.
- Distribute cards at membership meetings to improve awareness of the organization.



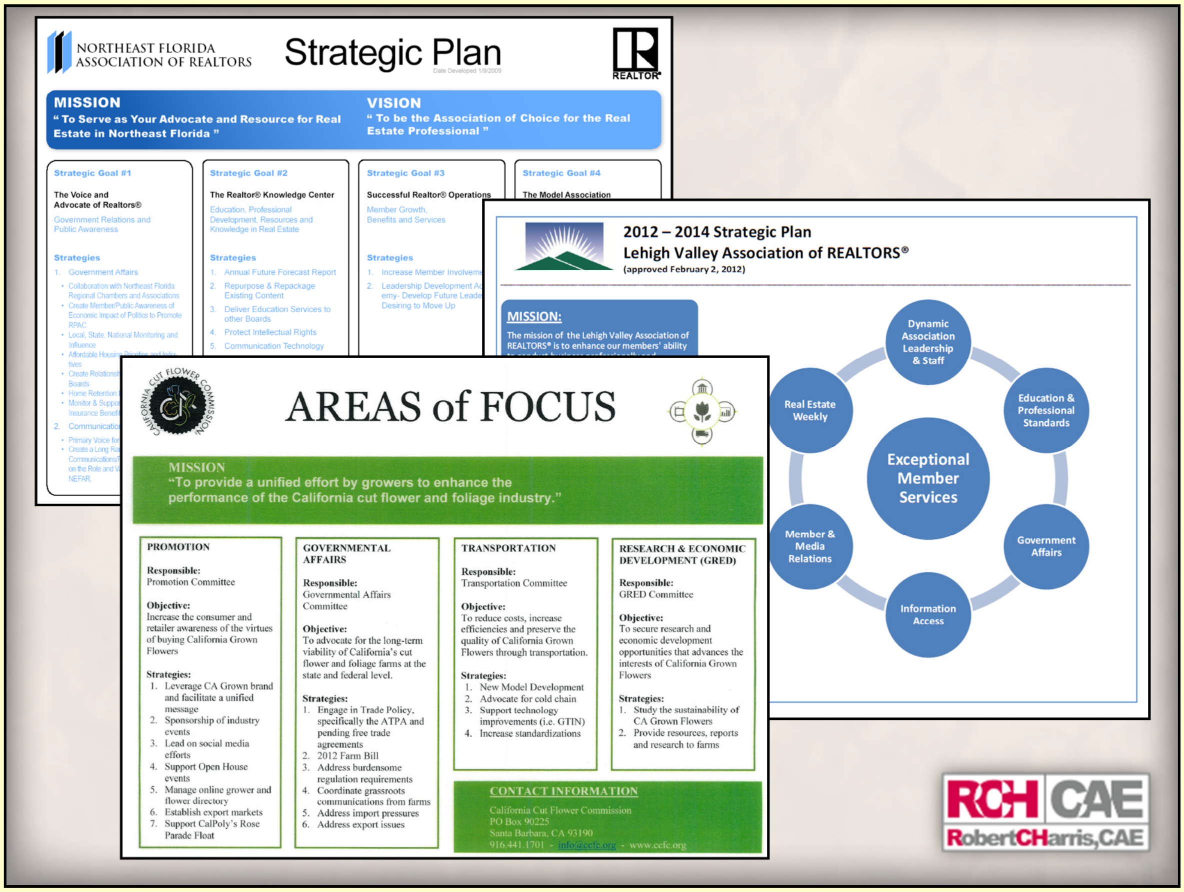
Ground Rules for Board Meeting

As the chief elected officer I want to suggest some guidelines to ensure that our meeting will be as effective as possible.

- ❑ Meetings will start and end on time.
- ❑ Turn off digital distractions.
- ❑ If you arrive late, please refrain from voting until the next agenda item so as not to interrupt the flow of discussion of those who arrived on time.
- ❑ An agenda will be distributed at least 10 days in advance; it will frame our discussions; please try to avoid meeting distractions and sidebar conversations that might take us off agenda.
- ❑ Prepare for meetings by reviewing the materials provided in advance.
- ❑ Many of your questions can be answered in advance if you'll direct them to officers, staff and committees before the day of the board meeting.
- ❑ Minutes will document decisions and actions of the board.
- ❑ Decisions of the board shall stand; expressing dissenting opinions after the meeting is inappropriate.
- ❑ Please respect new ideas and new people on the board of directors.

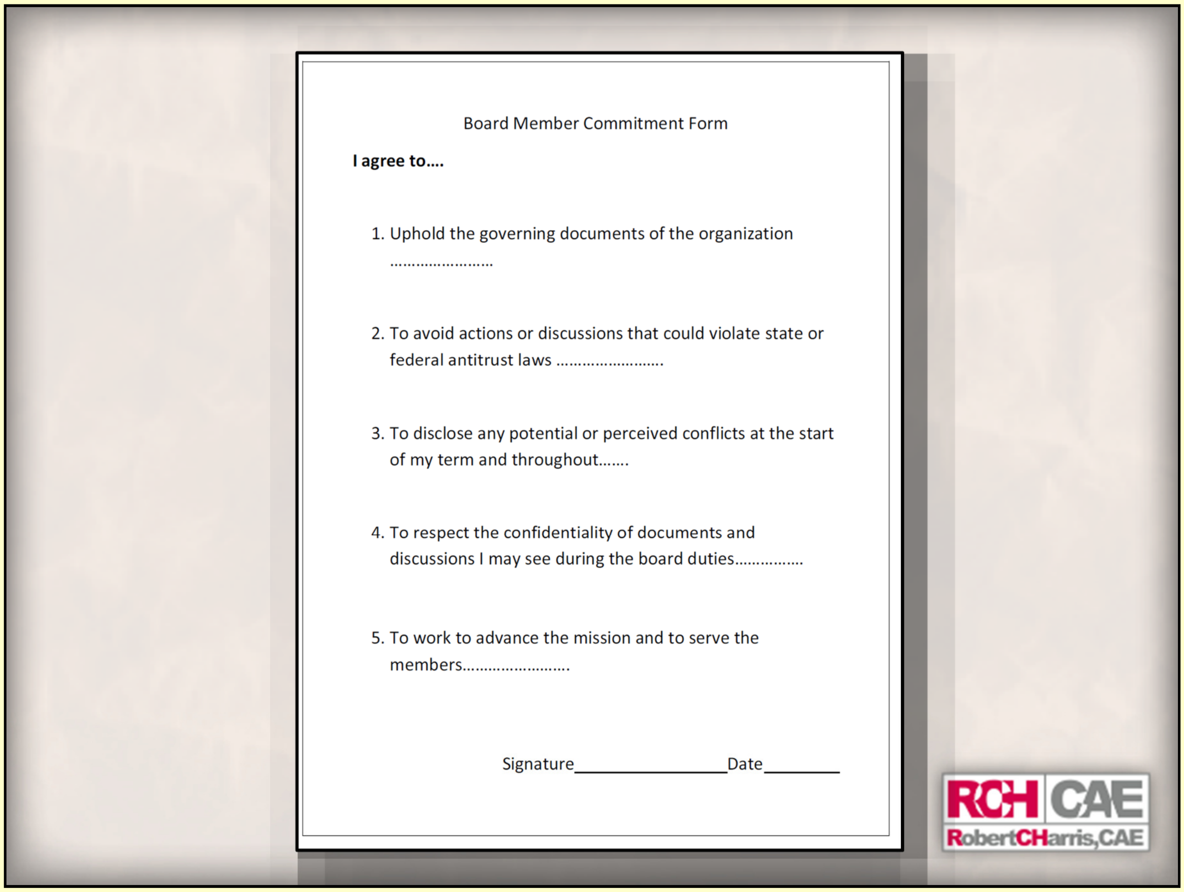
Set Meeting Ground Rules

- The FORMAL DUTIES of the board are set forth in the bylaws and polices.
- Seldom are the CULTURAL EXPECTATIONS of the board committed to writing. This results in new directors having to learn-as-they-go.
- “Ground Rules” are the less formal expectations of the board as developed and communicated by the chief elected officer.



Frame the Year of Work

- Keep the STRATEGIC PLAN and priorities on the table at every board meeting.
- Print it on card stock or laminate it and insert in board-leadership notebooks.
- When discussions go astray, pull out the plan and ask how the discussion advances the mission or goals?
- If projects arise that don’t fit in the plan --- ask what projects should be dropped to take on this new endeavor?



Board Member Commitment Form

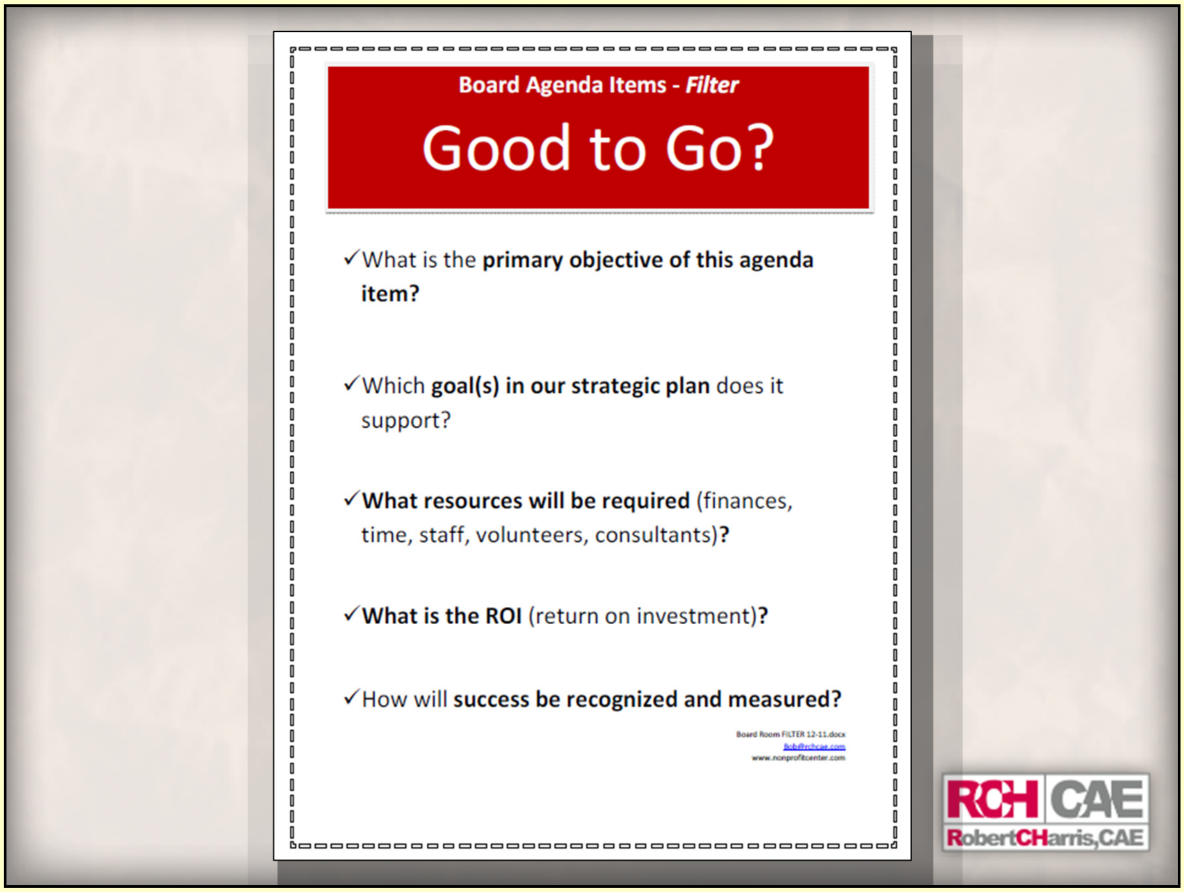
I agree to….

1. Uphold the governing documents of the organization ……………………
2. To avoid actions or discussions that could violate state or federal antitrust laws ……………………
3. To disclose any potential or perceived conflicts at the start of my term and throughout…….
4. To respect the confidentiality of documents and discussions I may see during the board duties……………
5. To work to advance the mission and to serve the members……………………

Signature________________Date________

Get a Commitment

- Get the commitments of volunteer leaders in writing.
- Ideally the NOMINATING COMMITTEE describes expectations when vetting candidates.
- The form serves as an alert to the importance of upholding the GOVERNING DOCUMENTS, respecting CONFIDENTIALITY, avoiding ANTITRUST violations, disclosing CONFLICTS of interest and advancing the MISSION AND GOALS.
- Keep it on a page or two, and avoid “legalese” if possible.   If a director will not sign, that is OK – just note it in the minutes that all directors received the form.


Board Agenda Items - *Filter*

Good to Go?

✓What is the **primary objective of this agenda item?**

✓Which **goal(s) in our strategic plan** does it support?

✓**What resources will be required** (finances, time, staff, volunteers, consultants)**?**

✓**What is the ROI** (return on investment)**?**

✓How will **success be recognized and measured?**

Board Room FILTER 12-11.docx
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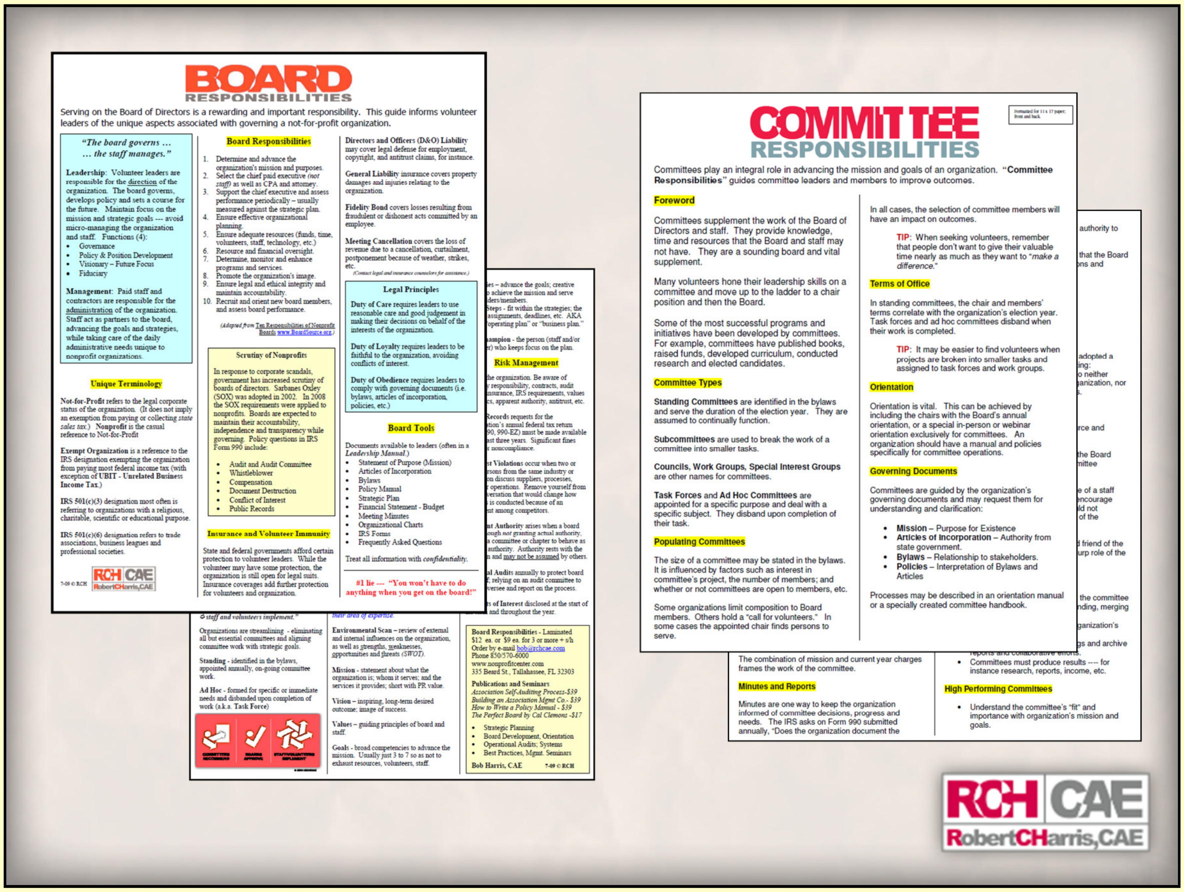
Filter Agenda Discussions

- Many board discussions result in a depletion of resources , i.e. funds, time, staff, energy.
- Not all directors are keenly aware of organization resources.
- Keep a FILTER on the board table as a reminder that discussions should fit within the MISSION, advance the GOALS/PRIORITIES, and serve the MEMBERS.
- Set performance measures and metrics for every project to monitor progress and recognize success.



Provide Resources

- Provide the documents necessary to fulfill governing duties, including:
    - Mission Statement
    - Articles of Incorporation
    - Bylaws
    - Policies
    - Strategic Plan
    - Budget

- COMMITTEE RESPONSIBILITIES – designed to print on 11 x 17 as a guide to committees – free.

- BOARD RESPONSIBILITIES – laminated 8 ½ x 11 - $12 ea or $9 ea for 3 or more, plus s+h (email bob@rchcae.com with qty and street address for UPS ; invoice will follow.)