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Is my Board Broken?

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In a meeting with association executives I asked, “Is there anything wrong with your board of directors?” I chronicled the replies and suggested solutions.

Of course the purpose of a board is to govern the association. Directors serve as trustees or fiduciaries on behalf of the membership. Meetings of the board should produce outcomes.

Here’s are the concerns of a dozen executives:

- So many directors miss meetings that we had to reduce our quorum to only 40 percent of the board; in other words we have 60 percent absenteeism. *(Directors should understand they are trustees of the corporation on behalf of a membership. When meetings are duly called every effort should be made to attend.)*
- Our meetings are rife with committee reports. Their recommendations are debated and redrafted by the board. *(Remind directors of the adage, “Boards don’t do committee work at the board table.”)*
- The board meets monthly as do the executive officers – that’s 24 meetings a year for which the staff is preparing, attending and executing. *(Too many meetings will drive away qualified volunteers. Plan meetings based upon desired outcomes, not just meetings to meet.)*
- We invite past presidents and ex-officio members to board meetings. Having guests in the room seems to influence discussions. The board avoids difficult topics if a person of influence is present. *(Determine if there is good reason to involve an audience. For those who do attend counsel them that they must adhere to the same protocols of confidentiality, disclosures and rules of order as the board members.)*
- Our agendas start with approval of the minutes, listening to reports and updates – then we have lunch. Seldom do we talk about achieving the mission or strategic priorities. *(Craft the agenda to include the mission and goals. Move the reports into a consent agenda.)*
- Directors join the board with an intention of “fixing the association.” They have a tough time focusing in governance and acting as a visionary, innovative body. *(The nominating committee should inform candidates of the role of governance*

and an orientation should train new directors.)

- During financial reports the questions gravitate to the smallest line items rather than the big picture; they'll spend half an hour inquiring about a \$100 expense. *(Encourage the board to look at the big picture and remind them when questions fall "into the weeds" that could have been answered outside the meeting more efficiently.)*
- We use a consent agenda, providing reading materials 10 days before the meetings. Based on questions it is obvious who has not read the materials. *(If a consent agenda is used and reports distributed early, the board chair must ask that all directors come to the meetings prepared.)*
- They have more interest in approving a list of dropped members than acting as thought leaders and visionaries. *(Remove the mundane tasks from the agenda that exist because, "we've always done it that way.")*
- We have 50 on the board resulting in that many good ideas and avid discussions. It seems too big. *(There is not a correlation between good governance and board size; every organization has a culture as to why their board is its size. The IRS suggests the board size allow for meaningful conversations.)*
- The board asked that we forego orientation saying it didn't seem important and their time was limited. *(Conduct a "refresh and blend" orientation annually lasting 60 to 90 minutes so directors are familiarized with important details such as budget, priorities and committees.)*
- The chair didn't seem interested in governance until the last quarter of the year when big ideas were proposed so his legacy would be felt. *(The first 100 days of a term are the most important to lay the groundwork for success.)*

Every board has good intentions. But old habits, politics and bad behaviors may hamper progress. There are many opportunities to improve governance.

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Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com.