

BarLeader

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[Home](#) > [Publications](#) > [Bar Leader](#) > [2014-15](#) > [September-October 2014](#) > [Need a governance tune-up? Quick, 'awesomely simple' tips from Bob Harris](#)

Need a governance tune-up? Quick, 'awesomely simple' tips from Bob Harris

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"None of you look good in an orange jumpsuit," said Bob Harris, CAE, chair of [Harris Management Group Inc.](#), "even though orange is the new black."

Whether it's a jail sentence, a fine, or simply misspent energy and lost potential, a bar association's lack of planning and follow-through can have serious consequences. In a fast-paced [program](#) at the Annual Meeting of the [National Association of Bar Executives](#) in Boston, Harris offered what he called some "awesomely simple" advice for how to get on track and stay on track.

The six manuals you need right now

Any bar association can be run using a total of six manuals, Harris believes. They are:

- a leadership manual;
- a policy manual;
- a style guide covering things like how the bar's logo can be used;
- a business continuity manual;
- a personnel manual; and
- a procedures manual.

Isn't it natural to combine policies and procedures into one manual and give it to all the board members? Harris cautioned strongly against this, as the two topics are very different. "Policies are the wisdom of the board of directors," he explained, whereas procedures are the domain of the executive director and staff. Giving board members a procedure manual invites being "snoopervised," Harris joked—that is, the board will then be tempted to micromanage.

Strategic plan: A must

Many board members fear strategic planning sessions, Harris said, because they envision a full day—or more—spent on trust exercises and other activities that make them uncomfortable and seem like a waste of time. But Harris believes an association of any size can conduct a quality strategic planning session in a maximum of seven or eight hours, and maybe even four or five hours.

About *Bar Leader*

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Plan it for slightly longer than you think it might take, Harris suggested; "If you get out half an hour early, the board thinks you're a hero."

Though the executive director and staff will likely get involved in some aspects of setting up the strategic planning session, Harris said, "the strategic plan does not belong to staff, but to the board." And it's the responsibility of the entire board—not of a committee—he added.

Typically, he said, a strategic plan covers three years and outlines three to seven goals that have been arrived at after a big-picture discussion. Whereas a committee might look at an issue from 20,000 feet above, Harris said, the board's much larger view is from 50,000 feet. The board should consider assigning a "goal champion" for each goal, Harris said; this person will keep the rest of the board updated and accountable regarding progress toward that particular goal.

To further help board members understand how the bar association is progressing toward the goals in the strategic plan, consider replacing the executive director's oral report with a "dashboard" document—a chart that makes things easier to visualize and measure—Harris suggested. The dashboard should be updated and given out at every meeting, he added.

The strategic plan should be boiled down to a one-page document, Harris said, and then it should always be on the board table—and the goals laid out in it should be on the meeting agenda.

How do you make sure that all the board members read the strategic plan? Laminate it. This suggestion got a laugh, but Harris said that the fact is, "If it's laminated, it's important in your organization." Another contender for being laminated, Harris said, is a sign that says, "We're in the weeds"—for times when the discussion has strayed off course.

Required reading

You may have noticed, and checked, the box on your 990 form that asks whether everyone on the board read the form before you sent it. Well, *did* they all read it? They need to, Harris said, so be sure to build in enough time for this before you have to send it. Harris likes to pull up 990 forms from [GuideStar](#), and in many cases, he said, they're full of errors that likely would have been corrected if the whole board had seen it.

The reason he likes to look at different organizations' 990s, he explained, is that it can help a board answer the question, "Are we the best, most competent board the bar has ever had?" That is, if you do a search on GuideStar and sort according to your bar's size, income, state, or other factors, you can begin to compare your bar association against others and see if there are things you could be doing better.

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As of 2009, there's something else that the IRS requires board members to read, and even to know by heart: All of them must be able to state the association's mission, Harris said, noting that this could be put on an information card—laminated, perhaps—and given to each board member.

Also well worth reading, Harris said, are various benchmark studies from [ASAE](#), the [ABA Division for Bar Services](#), and NABE that will tell you how much comparable organizations are spending on, say, technology, what their operating ratio is, and, in the case of the [NABE 2013 Compensation and Benefits Survey](#), how much the executive director and other staff members are paid. One reason this can be helpful, Harris said, is that then you'll be able to tell the IRS that you did look at other organizations when determining compensation levels.

One more note about tax requirements: If you amend your bylaws, make sure you tell the IRS, Harris stressed.

For your files

In addition to posting your 990 on GuideStar, Harris said, you should keep a file of the records that the IRS says must be available to the public, just in case someone asks for them. The reason to keep them handy, he explained, is that if you fail to produce them by the close of business on the day they're requested, you face a \$5,000 fine.

Thinking of trying for the designation of certified association executive from ASAE? Start a file for that, Harris said, and put in materials from NABE programs or any other educational workshops you attend—you'll want to collect two, three, or even four years' worth to help prove that you're qualified to take the exam.

Recent trends in governance

Where are some organizations headed in terms of their governance structures and policies? One trend, Harris noted, is to have fewer committees than in the past and to make sure that each one is aligned with the goals set forth in the strategic plan.

Some are coming up with different ways to think of what traditionally have been task forces; for example, Harris said, some organizations now call them "quick action teams" and give them a very specific charge with a fairly close end point.

"Lots of organizations are downsizing the board," Harris said, noting that the average board size for a professional association is now 15 people—but that there are outliers, such as the [National Association of Home Builders](#), which has a 2,400-member board.

But there's no perfect board size, Harris said; instead, "a good orientation and a good plan lead to good governance."