EFFECTIVE BOARD MEETINGS

If the sense of wasted time and lack of accomplishment have ever frustrated you at your board meetings, you aren’t alone. Meetings are a powerful tool that are widely misunderstood. Like many professionals, I have read and enjoyed many Dilbert comics that point out the pain and frustration of poorly run meetings. In fact, I’ve been in my share of disappointment meetings.

A meeting consists of a group of people who have little to say – until after the meeting.” — P.K. Shaw

By Richard Berendson

INTRODUCTION

If the sense of wasted time and lack of accomplishment have ever frustrated you at your board meetings, you aren't alone. Meetings are a powerful tool that are widely misunderstood. Like many professionals, I have read and enjoyed many Dilbert comics that point out the pain and frustration of poorly run meetings. In fact, I've been in my share of disappointment meetings.

Having worked with and served on numerous boards of directors I have come to the conclusion that twice as much could be accomplished in one half the time, IF all board members understood their role, and exercised more discipline.

The Plague of Dysfunctional Meetings

Many people share my frustration with meetings. Consider the following observations about the plague of ineffective meetings in the modern workplace:

> The typical American professional attends over 60 meetings per month
> Approximately 50% of meeting time is wasted
> 39% of people attending meetings doze off during the

Wow! Whether you are organizing meetings or simply attending them, you owe it to yourself to become more effective at this professional skill. Just imagine the gains you will achieve if you become 1% or 5%better at meetings over time.

What makes a great meeting? The best of them leave us focused and energized because the purpose of the meeting was clear; attendees felt engaged; and the process was smooth. Not-so-great meetings, on the other hand, drain energy, and lower morale.

A meeting consists of a group of people who have little to say – until after the meeting." — P.K. Shaw

The Meeting Starts Before the Meeting

Fun fact: a board of directors meeting doesn't actually start when everyone is sitting around a table and it is called to order. Your work actually starts long before then. Prior to the meeting, you need take care of the logistics to make the time run smoothly. It helps to collect and send out all of the regular reports including the financials, director reports and any other business filings that need to be reviewed prior to meeting. If you send it out to the directors early, they have time to take notes, prepare questions and become more familiar with the information.

It also helps to keep surprises to a minimum at board meetings (unless it is a birthday party). If you have any large proposals or controversial items, it's beneficial to give board members a heads up before the meeting. You don't want to catch anyone off guard. This can also help you argue the merits of the proposals prior to the meeting and it gives each of the directors' time to carefully weigh the benefits of each item. Again, taking some of the thinking and digesting of ideas out of the board meeting will help them run more smoothly.

To help you set the stage for meetings that are strategic, outcome-oriented, and productive for all, we've pulled together some tips.

1) "**Begin with the end in mind"** Before you schedule a meeting, it's useful to share what you hope to achieve with those who will be attending the meeting. There are three basic reasons for meetings: decision-making, information-sharing, and "idea-floating."

   Information-sharing and idea-floating meetings can often be streamlined with an advance email that contains background information. Circulation of a "pros and cons" memo, shared in advance of an idea-floating meeting, can help focus the discussion and spark ideas to overcome barriers to implementing a good idea. If the goal of your meeting is a decision, be sure that those with the power to move an idea forward are present and well-briefed so the question presented at the meeting is "ripe" for a decision.

2) **Agendas:** - Circulating a proposed agenda in advance can help identify whether any topics need more preparation before they are ready for discussion or presentation. Agendas that clearly identify who is leading each component, and how much time each component is allocated, help those attending prepare and focus on the topics at hand. Keeping the meeting to the stated time reinforces that being respectful of everyone's time is valued.

3) **Be outcome minded:** To move your meetings toward the outcomes you seek, try framing agenda items as a statement of the best possible outcome. Here are two ideas for designing agendas so they are strategic and promote outcomes, instead of roundabout discussions. Include a reference to your strategic plan in the meeting agenda: You can group action items and issues for discussion according to the strategy they support. This helps build momentum around forward-looking actions, rather than miring the meeting in lengthy reports and updates.

4) **Obtain Written Agenda In Advance** - Vague intentions to have a discussion on a topic rarely end on a productive note. If you are just getting started with agendas, start with a point form list of topics to be discussed and make sure that material is provided to attendees at least one day before the meeting. For better results, provide background information on the agenda so that everyone attending has the same information.

5) **Prewire Important Points and Decisions** - From time to time, major decisions will be discussed in meetings. It could be a decision on which projects to fund or which projects to cancel. Serious decisions like this require the pre-wiring habit. In essence, you communicate with people and make sure they have all of the details before the meeting.

6) **Start on Time -** For Meeting Organizers: starting the meeting on time and ending on time (or a few minutes early!) will quickly enhance your reputation as an organized person. For Meeting Attendees: start by arriving early at the meeting

7) **Manage The Meeting By The Clock** - Watching the clock is important in an effective meeting. When nobody takes charge of managing time, it is easy to become careless and unfocused. Remember – when people attend a meeting, they cannot do anything else. Make the time count!

8) **Use The "Parking Lot" To Manage Off Topic Discussions** - The first time I saw a meeting facilitator use a parking lot, I was impressed. This helpful device performs two useful functions. First, it serves to keep the meeting focused on the stated agenda. Second, the parking lot acknowledges important points raised.

   Warning: The Parking Lot habit must be combined with the Follow Up habit if you wish to be truly effective. Otherwise, you are likely to gain a reputation for simply making a show of acknowledging other people.

9) **Listen and Ask for Opinions -** Every member of your board is important. You can make them feel more engaged by making sure everyone has the chance to contribute. Sometimes board members can be quiet because they're overshadowed by other members, but other times they are thinking the matter over in their heads and still formulating their thoughts. It's one thing to ask them to talk, but you should also listen to what they are saying and fit it into the context of the meeting. Allow everyone the opportunity to speak and make sure the entire board has their attention.

10) **Recognize and Thank** - The members of your board of directors aren't robots, they are people and they should be recognized for their contributions both to your organization and in their everyday life. While this might not be tied directly to meetings, making sure that your directors know that you appreciate their work can help you have more effective meetings. If they feel appreciated, they will likely be more engaged and want to participate.

11) **Meetings as leadership lessons**: Even if you are not the meeting planner or facilitator, you can still be a leader in a meeting by modeling excellent listening skills (one of the hardest skills for many people!) and by showing respect for everyone attending the meeting, such as by putting away your cell phone to signal to others that you are fully present. Often overlooked is that meetings can be tools for leadership development.

12) **Review Action Items** - This is simple and straightforward, but you should review action steps for the next meeting twice, if not three times. First, at the end of each meeting review the tasks assigned to board members and the timeline for each item. Then after the meeting, send an email out the board members with another reminder of the action items. When you send out the notice of the next upcoming meeting, you can also send out another reminder of the action steps. Like we talked about in the first point, meetings don't just happen when everyone is together. If your directors keep moving the work forward between the meetings it can help the actual meetings more productive.

13) **End the meeting with a plus/delta**. If your team meets regularly, two questions form a simple continuous improvement process: What did we do well? What do we want to do differently for the next meeting?

Setting up the meeting

The first step to taking control of and getting effective results from your board meeting is to identify the role of the board of directors. Once you have clearly described your role you can begin to eliminate those items on your meeting agenda that aren't the board's responsibility. It may surprise you to learn that <u>not everything is the board's job.</u>

the job products of a board, or basic board job description as:

1) Linkage to the ownership: The board acts in trusteeship for "ownership" and serves as the legitimizing connection between this base and the organization.

2) Explicit governing policies: The values and perspectives of the whole organization are encompassed by the board's enunciation of broad policies, properly categorized, in an explicit manner.

3) Assurance of executive performance: Although the board is not responsible for the performance of staff, it must ensure that staff meets the criteria it has set. In this way its accountability for that performance is fulfilled.

If you begin by accepting that job description, we can move to discussing five easy steps that can make your meetings more effective.

Purpose:
If you don't know why you are meeting, then don't! Take a step back and think about why you need to have the meeting; this will lead to a clear structure. Make sure that all participants understand and buy-in to the purpose of the meeting. Just a few of the common purposes are:

- communication of information
- sharing of best practices
- planning
- problem solving
- decision making
- strengthening relationships and building alignment

Sample Ground Rules

- Emotional expression is OK; aggression is not
- If confused about what's happening, ask
- Raise your hand to speak
- I'll try to call on people in the order in which they raise their hands, but may alter that based on who has not spoken recently or to follow a thread
- Silence means assent (at least on procedural matters)
- If the group is undecided about what to do, the facilitator will make the call
- I'm here for everyone
- I'll interrupt people I perceive to be repeating
- I'll keep people on topic
- I'm agreement prejudiced
- Assume good intent
- Please silence all electronic devices

At the beginning of the meeting, explain you expect everyone to focus their discussions on the agenda. Further, explain that this rule will help the meeting stay productive and end on time.

1) Keep the meeting agenda document in front of you as a guide.

2) Go through each agenda item

3) Monitor and contribute to the discussion

4) When someone raises an interesting point that does not relate to the agenda, say the following: “Thank you for that point, Tim. However, Microsoft Visual Studio tools go beyond the purpose of this meeting. Let me write down that item in the parking lot and I will include it in the meeting notes that I will send out by email so we can explore that point at the right time.”

By laying out what people are to expect, it enables meeting participants to know how they are to interact and provides them avenues to participate. With an ill-defined process meetings are more easily dominated by more confident members or dominated by digressions because participants simply don’t understand why they are there.

FIVE STEPS TO MORE EFFECTIVE MEETINGS

Step 1: Have a clear Agenda

Step 2: Stick to the Agenda

Step 3: Set a time limit for discussion

Step 4: Eliminate unnecessary discussion

Step 5: Establish and stick to a specific time you will adjourn

CODE OF ETHICS:
A code of ethics can guide their cooperative membership when having to make ethical decisions. Professional groups establish codes of ethics that are enforced by a person's peers in that profession.

This level of ethics is not governed or enforced by government, but rather by "business practices" that are outlined by an entity within an industry or profession. This code of ethics sets the standard of conduct for individuals working within a profession.

This code of ethics is a statement of professional practices which a member or craft owes to the public; his or her clients and to his or her professional brethren.

Confidentially of The Board

The moral code of the co-op says, "Let it stay at the Board table."

Many highly confidential matters cross the table, concerning members of the cooperative, bids taken for products and services, special requests by members or Directors, action taken on pending lawsuits, and performance evaluations. The Board must understand the requirement of confidentiality in all these matters. To act otherwise is not only unprofessional, but a violation of the trust placed in the position of Director.

EFFECTIVE BOARD MEETINGS

As a general rule, any matter discussed during an executive session or closed Board meeting must be kept confidential by all those present unless a determination otherwise is made by the group. Any matters discussed at a Board meeting which is open to the public may be treated as public information.

Despite all precautions, occasionally a Board member will be unable to resist the temptation to gain "status" with the neighbors by gossiping about confidential matters. When this gets back to the Board and it nearly always does, it should be treated as a severe violation of Board standards by the offending Director. .Repeated violations call into question a person's fitness to have access to confidential information by continuing to serve as an Officer or Director.

Some Boards have an unfortunate tendency to the other extreme they close all meetings to the membership and invoke "confidentiality" as a god to hide what they are doing from the membership. As a general rule, it is only necessary to conduct three types of business behind closed doors:

1. Matters dealing with individuals (applicants, members, staff);
2. Legal matters that are pending;
3. Some business dealings that may be pending.

Agenda:

We've all been in meetings where participants are unprepared, people veer off-track, and the topics discussed are a waste of the team's time. These problems — and others like it — stem from poor agenda design. An effective agenda sets clear expectations for what needs to occur before and during a meeting. It helps team members prepare, allocates time wisely, quickly gets everyone on the same topic, and identifies when the discussion is complete. If problems still occur during the meeting, a well-designed agenda increases the team's ability to effectively and quickly address them.

If your board meetings last beyond 2 ½ to 3 hours, they are tooooo long. Think back to a lengthy board meeting. It is likely that during the last portion of the meeting the members were no longer focused, there was a lot of uncontrolled discussion, and if you reconsider the decisions made during the final hours you will probably find reason to question the outcome.

When planning the agenda you must be realistic about the amount of time required for each discussion or action item. If there is a significant amount of business to be addressed it might be better to schedule more than one meeting.

Consider this the script; it must be distributed beforehand. Without a script people will not realize why they are there and will feel lost and left out. The purpose will define the agenda. An agenda is a checklist that will include:

- topics
- presenter/facilitator
- time allotment

Remember: an agenda is meaningless if nobody follows it.
Timeline: A clear timeline should:

- keep people on topic and offer direction
- provide participants a tool for planning
- allow participants a context to prepare for
- communicate when and what the group is doing

Process:
It often helps if people are provided parameters for how an agenda item is to be processed. An agenda could clearly state that the group is there to:

- brainstorm
- provide reports or updates
- come to a conclusion or decision
- discuss
- debate
- listen to guest presenter

Here are some tips for designing an effective agenda for your next meeting.

Seek input from Board members. If you want your board to be engaged in meetings, make sure the agenda includes items that reflect their needs. Ask Board members to suggest agenda items along with a reason why.

List agenda topics as questions the team needs to answer. A question enables team members to better prepare for the discussion and to monitor whether their own and others' comments are on track. During the meeting, anyone who thinks a comment is off-track can say something like, "I'm not seeing how your comment relates to the question we're trying to answer. Can you help me understand the connection?" Finally, the team knows that when the question has been answered, the discussion is complete.

Note whether the purpose of the topic is to share information, seek input for a decision, or make a decision. It's difficult for Board members to participate effectively if they don't know whether to simply listen, give their input, or be part of the decision making process. If people think they are involved in making a decision, but you simply want their input, everyone is likely to feel frustrated by the end of the conversation.

Estimate a realistic amount of time for each topic. This serves two purposes. First, to calculate how much time the team will need for introducing the topic, answering questions, resolving different points of view, generating potential solutions, and agreeing on the action items that follow from discussion and decisions. Second, the estimated time enables team members to either adapt their comments to fit within the allotted timeframe or to suggest that more time may be needed.

EFFECTIVE BOARD MEETINGS

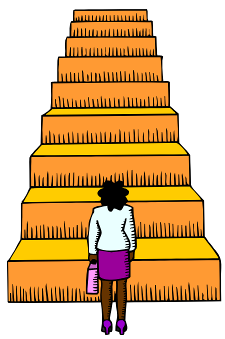
A well-written board meeting agenda performs half of the work of having an effective meeting for you, and the board chair uses it to do the rest of the work.

Often a board is bogged down in meetings because there is no clear Agenda. Housing Cooperative by-laws usually contain a specific agenda for the annual membership meeting once a year, but not for the regularly scheduled board meetings.

A board is responsible for it's own agenda, and should resist allowing committees, management (or anyone else) to fill the agenda with items or issues that do not "belong" to the board.

The agenda should be prepared prior to the meeting and should identify the items that will be discussed or reviewed.

"Board time is treated as a nonrenewable resource; it must be used with



care and made to count"

Once the agenda has been adopted by the full board, stick to it! This will prevent discussion of personal issues or items that have not been scheduled for the meeting.

Old business and new business categories on the agenda are not intended to be "free for all" times. There are appropriate items to be raised during these times, and where possible you should identify them before the meeting begins.

The board represents the membership, however the board should not allow even members to intrude on a board meeting. A member may request that an item be placed on the agenda for discussion or action, however it is the board that must decide whether to consider the item.

(Sample Board Meeting Agenda)
ABC Cooperative
Board of Directors Meeting
April 16, 2003
Agenda

7:00	I.	Call to Order
7:01	II.	Roll Call
7:03	III.	Members Comments
713	IV	Approval of Minutes March 16, 2003
7:18	V:	Treasurer's Report
7:30	VI:	Committee Reports
7:30 - 7:45	Membership Committee:	Presentation of Draft Selection Policy
7:45 – 8:00	Grounds Committee:	Presentation of Landscaping Bids
8:00	VII:	Management Report
8:25	VIII:	Old Business Delinquency Policy New computer purchase
8:45	IX.	New Business
8:55	X	Adjournment

Important Points and Decisions

it's important to offer an approach to every topic that will facilitate the consideration (remember, that's your role, you're trying to make the group's work easier). You should come to the meeting with a structure in mind.
While there are exceptions to everything (did someone promise you this was going to be easy?), here's a highly serviceable generic sequence:

1. Presentation of the issue (what are the concerns that are appropriate for the whole group's attention?)
2. Questions (did everyone understand what was said and why we're talking about it?)
3. Discussion (this is where the bulk of the work is done and can be a wide variety of things; while open discussion is the most common choice, it is by no means the only format to consider—the object here is to flush out all of the factors that a good response to this issue needs to take into account)
4. Proposal (after hearing all the input, what's our best thinking about what to do about it?)
5. Decision (if you don't find an agreement that wraps things up, identify next steps and go back to where you left off the next time it surfaces on the agenda—not back to step one; repeat as needed)
6. Implementation (what are the tasks, deadlines, and budget considerations appropriate for the decision—don't leave the topic until you pin down these essential last details!)

It is the chairperson's responsibility to facilitate an orderly meeting, and to control the meeting content. Occasionally it may be necessary to have a parliamentarian assist the chairperson in this effort. A parliamentarian can advise when member's comments are out of order, or even when an entire matter should be ruled out of order.

While it may be difficult to prevent a member from raising a personal concern, it is necessary. The board meets to make decisions regarding the corporation, not the individual.

This doesn't mean that you ignore legitimate concerns, even though they may be of a personal nature. Refer the member to the appropriate source to address their concern, or offer to have the matter considered on a future agenda.

SET A TIME LIMIT FOR DISCUSSION

Start with a good template for your agenda that you can use for every meeting. Include the mission of the organization to keep board members mindful of their purpose.

When there are divergent views there is sometimes the potential for unpleasant disagreement. Sometimes a board meeting can be extended by uncontrolled discussion that may lead to argumentative behavior on the part of some board members.

It is important that every member be allowed to state his/her opinion on the issue. Each board member was elected by the membership to be their representative and all views should be considered. Once again it is the chairperson's responsibility to insure that all members are heard, but that the discussion is controlled, pertinent, and that passionate feelings are not allowed to rule the meeting.

A sense of order and control can be maintained if there are rules to the discussion. Time limits are one method of instilling a sense of order. The chairperson establishes a time limit for the discussion, with equal increments of time allotted to each person who wishes to speak, and establishes a time that the matter will be decided.

If additional time is necessary the time can be extended, in increments, or the matter can be tabled for a later meeting. Remember that time limits are not to be used to allow hasty decision-making, or to prevent ideas from being expressed.

"Whatever the agenda content, the central interpersonal challenge to the board is to convert divergent views into a single official view. It is as important for the board to have multiple minds as it is for it to have a single voice."

The process for addressing an item should appear on the written agenda. When you reach that item during the meeting, explain the process and seek agreement: "I suggest we use the following process. **First,** let's take about 10 minutes to get all the relevant information on the table. **Second,** let's take another 10 minutes to identify and agree on any assumptions we need to make. **Third**, we'll take another 10 minutes to identify and agree on the interests that should be met for any solution. **Finally**, we'll use about 15 minutes to craft a solution that ideally takes into account all the interests, and is consistent with our relevant information and assumptions. Any suggestions for improving this process?"

The mind can absorb only as much as the rear-end can endure! If the agenda calls for adjournment at 8:30, adjourn by 8:30.

ADJOURN ON TIME

Importance of Parking Lot for Meetings

This helpful device performs two useful functions. First, it serves to keep the meeting focused on the stated agenda. Second, the parking lot acknowledges important points raised.

Warning: The Parking Lot habit must be combined with the Follow Up habit if you wish to be truly effective. Otherwise, you are likely to gain a reputation for simply making a show of acknowledging other people.

What's the difference between an unproductive board meeting and an effective board meeting? The board meeting agenda and the board chair who uses it.

The agenda is the board chair's most important tool. When a non-pro t board meeting agenda is written well, it helps the board chair to make fast decisions about managing agenda items. An experienced board chair knows that items on the agenda signal some type of action from the board.

When an agenda item is not ready for the board to take action, it signals the board chair to remove or table the item from the agenda, or move it to a committee for further discussion and exploration.

A well-planned agenda helps the board chair keep the meeting focused on the strategic planning of the mission and prevents members from derailing the meeting with tangents and disruptions.

Some organizations like to use the parking lot method for items that have lower priority. Your parking lot can be as simple as a list that the board chair holds. It can also be a flip chart on an easel where board members can place items for discussion on Post-it notes during the meeting and add them to the parking lot.

The board chair should allow time to discuss one or more parking lot items. Using the parking lot lets board members know that their ideas are important and that the board chair will address them as time permits.

Listen and Ask for Opinions

The board chair should use the agenda to keep discussions orderly and on-task, by gently steering discussions toward the agenda. Recognize those who contribute good suggestions. Keeping board members active in discussions is a good way to spark new ideas and ignite enthusiasm. Don’t let one or two board members dominate every board meeting. Invite less-active members to join in on discussions by periodically asking their opinions

The members of your board of directors aren’t robots, they are people and they should be recognized for their contributions both to your organization and in their everyday life. While this might not be tied directly to meetings, making sure that your directors know that you appreciate their work can help you have more effective meetings. If they feel appreciated, they will likely be more engaged and want to participate.

End the meeting with a plus/delta.

If your team meets regularly, two questions form a simple continuous improvement process: What did we do well? What do we want to do differently for the next meeting? Investing five or ten minutes will enable the team to improve performance, working relationships, and team member satisfaction. Here are some questions to consider when identifying what the team has done well and what it wants to do differently:

Was the agenda distributed in time for everyone to prepare?
How well did team members prepare for the meeting?
How well did we estimate the time needed for each agenda item?
How well did we allocate our time for decision making and discussion?
How well did everyone stay on-topic? How well did team members speak up when they thought someone was off-topic?
How effective was the process for each agenda item?
To ensure that your team follows through, review the results of the plus/delta at the beginning of the next meeting.

If you develop agendas using these tips, and the sample agenda and template below, your team will have an easier time getting — and staying — focused in meetings.

CONCLUSION

Being mindful of the Steps may help you have more orderly, effective board meetings. Remembering the board's job description may help you stay focused on why it is you have meetings.

This is not "happy hour", or monthly "catch up on the neighborhood gossip" session. Your board meeting is a serious session where the decision-making entity meets to hear, discuss, and make decisions on issues of concern to the corporation.

Each board member should treat the session as an important business meeting. From addressing each other formally, to adhering to Roberts Rules of Order, establish and maintain a professional tone for your meetings.

Know that it is not necessary for every board decision to be unanimous, it is as important for the board to have multiple minds as it is for it to have a ***single voice.*** It is however absolutely necessary for all board members to respect the final votes, and accept the outcome as the single voice of the board.

Board of Directors Code of Ethics

Article I.

A Board Member has a duty of good faith and loyalty to NAHC. This means that:

a. A Board Member owes allegiance to _____________ and must act in the best interests of _________ while acting in his or her official capacity.

b. A Board Member should be diligent to ensure that ___________ interests are pursued during the meeting of the Board of Directors.

c. A Board Member may not use the position for personal profit, gain or other personal advantage over ____________ members.

d. A Board Member is accountable to ____________ members for his or her official actions and can be held personally liable for fraud or breach of fiduciary duty in the conduct of the Board's affairs.

e. A Board Member who exercises honest and reasoned judgment and acts reasonably and in good faith for the best interests of the Board will not be held liable for violation of his or her fiduciary obligation to the Board. To carry out this duty, here are some guiding rules to follow:
    I. A Board Member should not discuss personal business during a meeting of the Board of Directors to advance his or her personal interests while in official session at the expense of the Board.
    II. A Board Member should not make personal attacks on other Board Members, staff or NAHC members while performing official duties. Disagreements should be directed to the disagreement, not the person who raises an opposing point of view.
    III. A Board Member may not accept commissions or rebates that belong to the Board for his or her personal gain.
    IV. A Board Member shall conduct his or her private life in a manner that befits the dignity of a Board Member.

Article II.

A Board Member has a duty to use care, skill and diligence when carrying out official acts. This means that:

a. A Board Member is required to act honestly and in good faith, in a manner reasonably believed to be in the best interests of the Board of Directors, and with the care that a prudent person in a similar position would use under similar circumstances.

b. A Board Member should use his or her best efforts to keep apprised of legislation or regulation that may affect the Board.

c. A Board Member should seek the advice of experts when making decisions on behalf of _______________ members in areas of competence in which the Board has not been trained.

d. A Board Member must serve the interests of all _____________ members impartially and without bias.

e. A Board Member must advocate that ____________ comply with applicable laws, codes, contracts and agreements to which _____________ is bound.

To carry out this duty, here are some guiding rules to follow:

a. A Board Member is expected to make a diligent effort to become trained and skilled in good governance practices.

b. A Board Member is expected to obtain a working knowledge of laws that regulate _____________.

c. A Board Member is entitled to rely upon information and reports presented by officers or other Board Members whom the director reasonably believes to be reliable and competent.

d. A Board Member Is entitled to rely upon legal opinions, financial statements, and other information relating to matters that the director reasonably believes to be within the expertise of the person preparing the information.

Article Ill.

A Board Member has a duty to act within the boundaries of his or her authority.

a. The" authority of a board of directors is defined in the charter and bylaws of ______________

b. A Board Member's authority is limited to those acts that are transacted during a duly called meeting of the board of directors with a quorum present.

c. A Board Member may not act in an official capacity except in the context of a meeting of the board of directors unless specifically empowered to act by a majority of directors' present and voting in the affirmative at a duly called meeting.

d. A Board Member serving in official capacity may not violate government laws that regulate the operations of ____________________.

To carry out this duty, here are some guidelines to follow:

a. The corporate charter received from the state of Delaware defines the business that the corporation can conduct. Its bylaws describe how _______________ will be operated.

b. The Board is obligated to comply with the bylaws of ____________________.

Article IV.

A Board Member has a duty to disclose every personal conflict of interest to the Board.

a. A Board Member is required to make a prompt and full disclosure of any material personal interest, either direct or indirect, he or she may have in a transaction to which _______________ is a party.

b. A Board Member shall not vote on or participate in discussions or deliberations on matters when a conflict is deemed to exist other than to present factual information or to respond to questions presented.

c. A Board Member shall assure that the minutes properly record his or her abstention on any votes on matter for which a conflict may exist.

To carry out this duty, here are some guiding rules to follow:

a. A Board Member who has disclosed a conflict should request that the disclosure be recorded in the official minutes of the meeting.

b. A Board Member may vote on an issue that benefits ___________ if the issue is one that is decided for the general good of _____________________ and __________________ members.

Article V.

A Board Member may not divulge or profit from the confidential information learned while performing official duties.

a. A Board Member may not divulge or otherwise use for personal gain any personal information learned during the performance of official duties as a Board Member.

b. A Board Member must hold confidential all matters involving _______________ members until such time as there has been general disclosure of that information.

To carry out this duty, here are some guidelines to follow:

a. A Board Member must not reveal confidential bidding information from contractors or provide unauthorized information to bidders about the review of bids.

b. A Board Member does not have the authority to peruse files that contain private information about individual ________________ members.

Article VI.

A Board Member has a duty to participate in the operation of ____________________ only as authorized by the bylaws or by the full board of directors.

a. A Board Member's primary obligation is to participate in the governance and policymaking process of ____________________ and not its operations.

b. A Board Member should not interfere with the enforcement of policies except during a meeting of the board of directors.

To carry out this duty, here are some guiding rules to follow:

a. An individual Board Member is not empowered to provide day-to-day work instruction to staff unless clearly authorized to do so during a meeting of the board of directors.

b. An individual Board Member does not have authority to waive compliance with any policy of the entire board of directors.

Signed ____

Print Name ____

Date ______________________

Board Member Agreement

As a board member of the ___________________________________, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I know my legal responsibilities for this organization and those of my fellow board members. I am responsible to know and oversee the implementation of policies and programs.

2. I accept the Bylaws and understand that I am responsible for the health and well-being of this organization.

3. I have a fiduciary responsibility with other board members, for this organization. will know what our budget is and take an active part in reviewing, approving and monitoring the budget and fundraising to meet it.

4. I will actively remain engaged in the work of NAHC Committees and Board of Directors in between regularly scheduled meetings, which may include attending special events, writing mail appeals, teleconference calls and the like.

5. I will actively promote NAHC and encourage and support operations. I will refrain from making requests or giving special direction as an individual to management.

6. I will participate in board conference calls, be available for phone consultation, and serve on at least one NAHC committee if appropriate. Agendas are generally sent out prior to board conference calls and meetings. I will come fully prepared to discuss agenda items. If I am not able to meet my obligations as a board member, I will offer my resignation.

7. In signing this document, I understand that no quotas are being set, that no rigid standards of measurement and achievement are being formed.

I will carry out the above commitments to the best of my ability.

Signed Name ____

Print Name ____

Date __________________________