

Nonprofit Leadership Institute
School of Leadership and Professional Advancement
Duquesne University

**Productive, Invigorating Board Meetings/Effective
Board Committees**

A Nonprofit Governance Training Session

designed expressly for the

**TRUSTEES AND FRIENDS TOGETHER:
ADVOCATES FOR BETTER PUBLIC LIBRARIES**

**THE 20TH ANNUAL PENNSYLVANIA PUBLIC
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FRIENDS**

April, 2006

John Kenneth Galbraith wrote:

“Meetings are indispensable when you don't want to do anything.”

Better Board Meetings

- *Board meetings or “bored” meetings*
- *Agenda: issue call two weeks before the meeting*
- *Agenda: forward one week before the meeting, along with all pertinent reports*
- *Agenda: place high priority items first*
- *Agenda: KPUN*
- *Agenda: include best practices and board education*
- *Consent Agenda (25)*
- *Name Tents*
- *Minutes: brief; forward within one week of the meeting*
- *Minutes: focus on action items – what, when, who*
- *Committee reports*
- *Evaluate the meeting (26)*

Ten Quick Ways to Improve Board Meetings

by Jan Masaoka

When we think about the boards we're on, we usually think about the board meetings—which says a lot about the importance of having good meetings. Make a New Year's resolution to implement one of the following ideas each month:

1. Name tags for everyone, every meeting. It's embarrassing to have seen people at several meetings and wondered what their names are . . . and later it's REALLY hard to admit you don't know their names.
2. Post an acronym chart. Make a poster of frequently used external and internal acronyms (such as CDBG for Community Development Block Grants or DV for domestic violence) and post it on the wall of every meeting. (If you distribute the list on paper it is soon lost.)
3. Write an "anticipated action" for each agenda item. Examples:
"Finance Committee report, brief questions and answers: no action needed."
"Volunteer recruitment and philosophy: Anticipated Action: form committee of 3-4 board members."
"Public Policy Committee: Anticipated Action: approve organizational statement to city council on zone changes."
4. Make sure that each person says at least one thing at every board meeting. This is the Chair's responsibility, but everyone should help!
"Cecilia, you haven't spoken on this issue. I'm wondering what you're thinking about it?" "Matt, at the last meeting you made a good point about finances. Are there financial issues here that we aren't thinking about?"

5. No one-way communication from staff. If you have a regular Executive Director's Report on the agenda, or if a staff program director is giving you a briefing, be sure that such presentations need a response from the board. If not, put them in writing in the board packet and just ask if there are any questions.
6. Don't include committee reports on the agenda just to make the committees feel worthwhile. If a committee has done work but doesn't need it discussed, put the committee report in the board packet. (In the meeting be sure to recognize the committee's good work and refer people to the written report.) Instead, schedule committee reports in the context of the main discussion. For example, if there is a discussion planned on attracting and retaining staff, reports from the Finance Committee and the Personnel Committee may be appropriate.
7. Note to the board president and the executive director: what are the two most important matters facing the organization—economic downturn, changes in government funding, decreased preschool enrollment due to higher unemployment, a competitor organization, demographic changes in the county? Is one of these matters on every board agenda?
8. Encourage "dumb" questions, respectful dissent, authentic disagreements. Find a chance to be encouraging, at every meeting: "Sylvia, I'm glad you asked that 'dumb' question. I didn't know the answer either." "Duane, I appreciate the fact that you disagreed with me in that last discussion. Even though you didn't convince me, your comment helped make the discussion much more valuable."
9. Make sure the room is comfortable! Not too hot or cold or crowded. Offer beverages and something light to eat such as cookies or fruit.
10. Adjourn on time, or agree to stay later. Twenty minutes before the scheduled end of the meeting, the Chair should ask whether the group wants to stay later: "If we continue this very interesting discussion, we will have to stay fifteen extra minutes to hear the recommendation on the executive director's salary. Can everyone stay that long, or should we end this discussion and move to that one immediately?"

BONUS: Once every year or two, survey the board about meetings. Pass out a questionnaire for anonymous return to the board vice president or secretary, asking, “What do you like best about board meetings? Least?” “Are you satisfied with the items that are usually on the agenda?” “How could the board president do more to encourage discussion at the meetings?” “Is the location or time of day difficult for you?”

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SHOULD THE BOARD HOLD EXECUTIVE SESSIONS?

An executive session is a meeting (or part of a meeting) of the board without staff present. Executive directors frequently object to executive sessions because they think that important matters necessitate input from them (and they just don't like the idea--period!).

But because one of the board's chief responsibilities is to assess the performance of the agency and its executive director, boards often need to discuss sensitive issues without staff present. Some examples follow where the board needs to gain information and hold candid discussions amongst themselves:

- *Annual meeting with the auditor;*
- *Evaluation of the executive director, and establishing the executive director's salary;*
- *Conflicts between two board members, or serious criticism of a board member by another;*
- *Investigation into concerns about the executive director, or report from a management consultant;*
- *Review of salary schedule, compensation policy, etc.*

Some organizations establish a type of "semi-executive session" during which the executive director is present, but no other staff. Such sessions may include:

- *Discussions related to lawsuits, complaints, or grievances from staff or former staff;*
- *Discussions related to individual staff situations; and*
- *Discussing the evaluation of the executive director with the executive director.*

Despite a certain awkwardness that occurs when staff are asked to leave the room, and despite the frequent need to overcome resistance on the part of the executive director, there are some discussions that are appropriately held just among board members, such as those listed above. For example, one board member might want to raise a concern about the Development Director to see whether others share the concern or whether his negative experience was the exception. Another board member might want to discuss an issue involving herself and another board member without getting staff involved. A frank discussion of the executive director's strengths and weaknesses usually results in both sides being more clear about each other's expectations.

An effective way to avoid the feeling that "executive session means bad news for staff" is for board chairs to routinely put executive sessions on every agenda or on four agendas per year. That way, the board can meet privately without having to raise tension simply by doing so. In any case, the board should not feel uncomfortable asking staff to be excused for part of any meeting, and the executive director may even volunteer: "Would you prefer to excuse staff for this next agenda item?"

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The minutes of the meeting should indicate that the board met in executive session, and report on the topic of the discussion, although the specifics (such as the amount of a lawsuit settlement) may be confidential and appear only in a set of confidential-to-the-board minutes.

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From: The Board Meeting Rescue Kit: 20 Ideas for Jumpstarting Your Board Members

Appendix I

Board Meeting Evaluation

	Needs		Suggestions for
	O. K.	Improvement	Improvement
1. The agenda was clear, supported by the necessary documents, and circulated prior to the meeting.			
2. All board members were prepared to discuss materials sent in advance.			
3. Reports were clear and contained needed information.			
4. We avoided getting into administrative/management details.			
5. A diversity of opinions was expressed and issues were dealt with in a respectful manner.			
6. The chair guided the meeting effectively, and members participated responsibly.			
7. Next steps were identified and responsibility assigned.			
8. All board members were present.			
9. The meeting began and ended on time.			
10. The meeting room was conducive to work.			

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Better Board Committees

Committees That Make a (Positive!) Difference

1. Zero-Based Committees: standing committees vs *ad hoc* committees and task forces
2. A detailed “Job Description” for each Committee
3. Selecting/assigning committee members: how many and who?
4. Selecting/assigning the Committee Chair: who, job description, delegating for results
5. Committee recommendations: ensuring full board approval (and eliminating surprises). (But what if the Board does not approve?)
6. The “Gestalt” of mission, vision, strategy and assessment
7. Committee Meetings that Matter:
 - Communicate widely and constantly
 - Call for Agenda suggestions two weeks prior to the meeting
 - Forward the Agenda one week prior to the meeting
 - Focus on Action
 - Accountability – use (one page) Minutes that emphasize What, When and Who
 - distribute Minutes within 24 hours of the conclusion of the meeting (to the Committee, the full board and the ED)
 - relentlessly concentrate on *high priority* goals and objectives
8. Dream Bigger Dreams

How Can We Make Our Committees More Effective?

To ensure that committees help the board do its work better, follow these suggestions:

- Assess the effectiveness of your present committee structure. Eliminate any unnecessary committees.
- Turn some committees into task forces with specific time frames.
- Draft a clear job description for each committee. Do not allow the committees themselves to determine their charter.
- Choose committed members who can advance the objectives set for the committee and who are able to actively participate in the work.
- Set meeting schedules well in advance. Take advantage of electronic communication and virtual meetings.
- Set term limits for committee members.
- Regularly assess the productivity of the committees. Don't tolerate substandard results.

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What Committees Should Our Board Have?

Much of the work that a board does is accomplished through its committees and task forces. With the exception of the Executive Committee, which acts on the board's behalf, committees recommend action to the full board for discussion and action. Most boards need only a few standing committees - the rest of the work can be accomplished by task forces created for a specific purpose. Common standing committees include

- Governance Committee
- Audit Committee
- Finance Committee
- Executive Committee (if needed)

How Should Committee Members be Chosen?

Every board member should serve on at least one but preferably no more than two committees or task forces. Members are appointed by the chairperson in consultation with the Governance Committee. Committee size depends on the needs of the board and the organization and a common sense assessment of how many people are needed to carry out the committee's work.

Make committee assignments based on the experience, skills, interests, and available time of board members. Each member must make a serious commitment to participate actively in the work of the committee. If a committee is too large, a small group of members may have a disproportionate amount of responsibility. If a committee is too small, there may not be enough people to get the job done. Board committees may include people who are not board members.

Recommended Next Steps

Develop an operational plan for each committee

- 1) Include deadline dates: for the overall plan and for individual objectives
- 2) Break down the goals into bite-sized chunks
- 3) List required resources
- 4) Request assistance and support (staff; other committees and/or board members)
- 5) Recruit additional committee members as needed.

Michael Kumer

Michael Kumer is the Executive Director of Duquesne University's Nonprofit Leadership Institute (NLI), and Associate Dean of the University's School of Leadership and Professional Advancement. He accumulated a vast wealth of experience as a board or advisory board member and officer for several regional and national nonprofit organizations, including the Pittsburgh Symphony Orchestra, the Pittsburgh Chamber Music Society and Bands of America. For 2003-04 he served the Board of the Bach Choir of Pittsburgh as its Vice Chair.

Since assuming the directorship of the NLI in 2000, Michael has produced dozens of open enrollment and custom programs in the topical field of nonprofit governance. These programs have enjoyed a cumulative enrollment of over 3000 registrants representing more than 500 nonprofit agencies.