



# Building a World-Class Board

## Fall Conference

Nashville, TN / November 8-10

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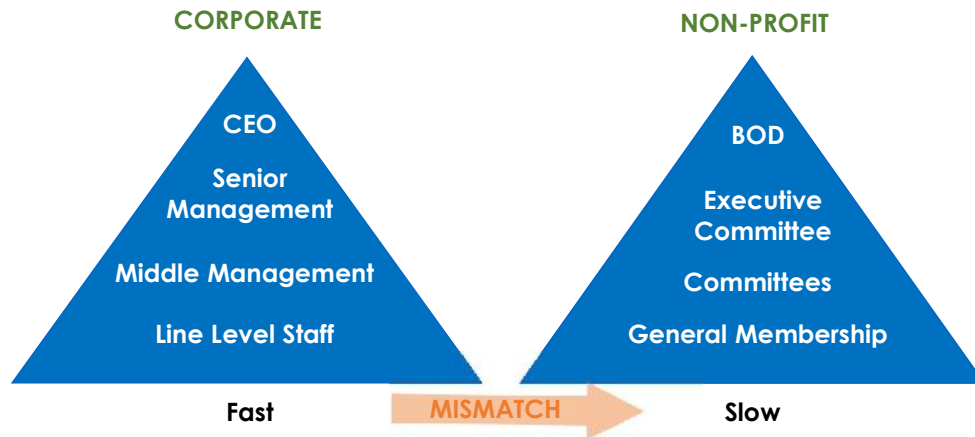


## The Ideal Board/Staff Relationship

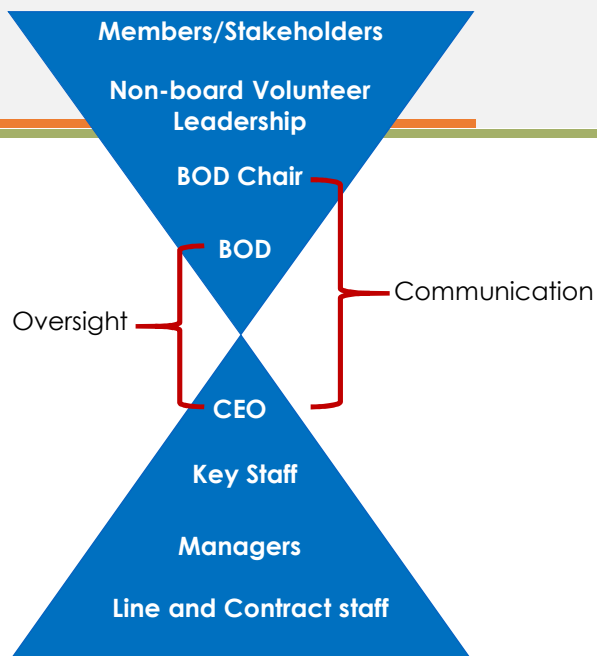


## Dual Pyramids

### The difference between for-profit and non-profit structure



## Dual Pyramids



## What is the proper relationship between a CEO and a Board Chair?

- a) Board Chair supervises CEO and leads the board
- b) Board Chair and CEO should be friends and confidants to one another
- c) CEO keeps the Board Chair informed of the direction of the association
- d) The two are partners with specific areas of focus: CEO on operations and the Board Chair as the link to the volunteers and members



You are a new Chief Staff Executive of the American Widget Association.

You have made an operational decision that significantly impacts the budget of your governmental relations program.

The staff member most affected by this decision approaches your president seeking a reversal on your decision.

The President acquiesces and informs you in writing, reversing your decision.

## What is your BEST short-term solution?

- a) Fire the staff member for gross insubordination
- b) Negotiate clear boundaries of authority with the Board
- c) Ask the President to withdraw her reversal of your decision
- d) Meet with the staff member to understand what he was thinking in this action

## Which would be your **WORST** response?

- a) Acquiesce and do nothing
- b) Fire the staff member for insubordination
- c) Require the President to withdraw her reversal of your decision
- d) Meet with the staff member to understand what he was thinking in this action

Transparency

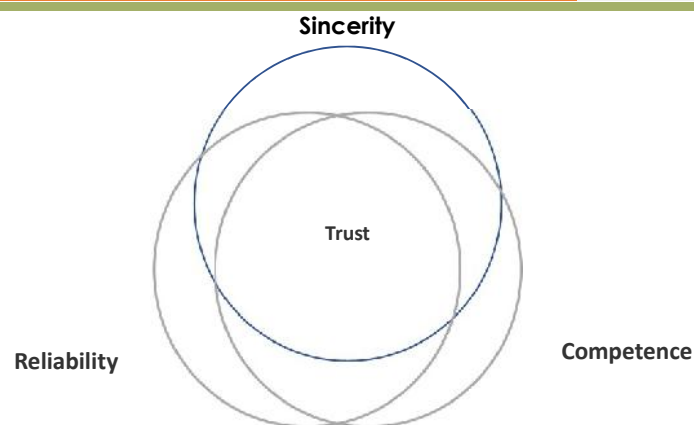
No  
surprises

No  
blame

## How can a CEO be successful in negotiations with the Board?

- a) Avoid all types of conflict
- b) Have data to justify decisions
- c) Make counterproposals right away
- d) Operate from a position of being trusted

### Trust Model



# Overcoming Board Challenges



## Key issues from interviews:

- Micromanagement
- Disengagement/unresponsiveness
- Second-guessing decisions
- Generational issues
- Don't roll up sleeves and get to work
- Overcommitted
- Strong personalities / personal agendas
- Meeting attendance / participation
- Board size



First step is to identify the source of the challenge. . .

Domain	Strategy for Optimization
Individual	Addressing the individual's behavior
Structural	Adopt systems/processes/procedures
Cultural	Establish expectations for group behavior
Strategic	Address the other domains, create space



## Individual



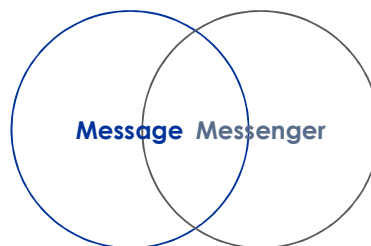
**"I suppose I'll be the one  
to mention the elephant in the room."**

## Key Examples

Destructively divisive individual  
Personal agenda  
Conflicts of interest  
Undermining the board

Always put a volunteer  
between you and a  
problem

## Individual Issues



## Potential Strategies



Explain that it's not just a good idea. . .  
It's the law

Duty of Care

Duty of Loyalty

Duty of Obedience

**Fiduciary** – noun 1. a person to whom property or power is entrusted for the benefit of another.

Structural



## Key Examples

Role confusion  
Lack of bench strength  
Recycling  
Lack of diversity (including age)

# Be intentional

## Do you have a volunteer *system*?



**SUCCESSION PLANNING/CAREER DEVELOPMENT QUESTIONNAIRE**

This questionnaire will help us understand what your leadership career goals are as a volunteer leader. (Remember: leadership builds character!) The Director will then use this information to appoint his/her officers. Please complete this form and bring it with you to the chapter or state council meeting.

NAME: \_\_\_\_\_

CURRENT OFFICE/POSITION HELD: \_\_\_\_\_ YEARS IN POSITION: \_\_\_\_\_

*We would like to know what position(s) you would be interested in holding. In most cases, only two to three consecutive one-year terms are allowed for the same position.*

1. If you would like to remain in your current office, please indicate this. If not, please indicate what position you are interested in. **This need not be limited to open positions, as other positions may come open with these changes.** You may also list more than one position. (Remember: holding a leadership position counts toward re-certification as well!)

**POSITION (S) THAT YOU WOULD LIKE TO BE CONSIDERED FOR (or list current position):**

\_\_\_\_\_

\_\_\_\_\_

2. We would also like to start creating a succession plan for the next 3 years. Please share any goals that you have for future leadership positions.

**WHAT ARE YOUR 2 – 3 YEAR LEADERSHIP GOALS?**

\_\_\_\_\_

\_\_\_\_\_

3. Whether or not you plan to vacate your current position next year, we would like your ideas for your successor. If you plan to serve again next year in your current position, who could you start mentoring for this position in the future?

**POTENTIAL SUCCESSORS**

\_\_\_\_\_

\_\_\_\_\_

4. What other committed, responsible, fun individuals should we be talking to about serving on board of the \_\_\_\_\_

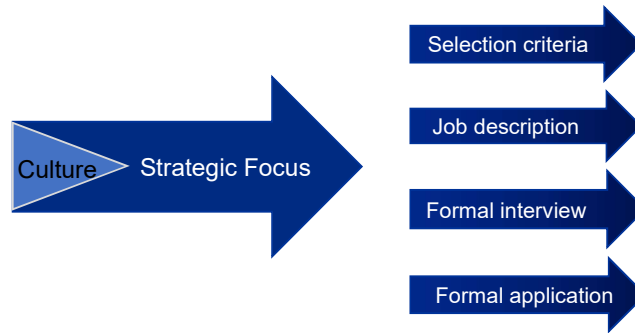
Time/Frequency	Once	Monthly	Weekly
5 Minutes	Send a tweet	Table host during networking event	Social media
1 Hour	Registration volunteer at conference		
2 Hours	Awards review		
Multiple Hours	Technical editing		X

Source: Cynthia D'Amour <http://cynthiadamour.com>

## Shorten the Ladder



## Board Selection Process



## Role Clarity

### Roles and Responsibilities – Education & Events

Volunteer	Staff	Shared Responsibilities
<b>Education Programs</b> <ul style="list-style-type: none"> <li>Select and Schedule Speaker</li> <li>Set program dates/preferred location</li> <li>Create theme</li> <li>Develop agenda</li> <li>Set prices</li> <li>Submit Program Topic/Speakers to Board</li> <li>Introduce Speaker(s)</li> <li>Develop content for Marketing/ Communications/ PR re: Event Promotions</li> <li>Attend Events</li> <li>Review Evaluations and Direct Needed Changes</li> <li>Establish draft budget – submit to treasurer</li> </ul>	<b>Education Programs</b> <ul style="list-style-type: none"> <li>Negotiate speaker Fees/Costs (if app) and contract</li> <li>Create Introduction for Speaker</li> <li>Create Thank-you Notes/Gifts</li> <li>Develop Agenda and Program Plan</li> <li>Generate Evaluation Feedback Information</li> <li>Select site/negotiate contract</li> <li>Administer program promotions (fliers, email, website, newsletter, etc)</li> <li>Assist in creating budget</li> </ul>	<b>Education Programs</b> <ul style="list-style-type: none"> <li>Promotion Materials for e-newsletter from Speaker</li> <li>Monitor program budget</li> </ul>



**Cultural**

A photograph of two men in business suits engaged in a physical struggle. The man in the foreground is being choked or held from behind by the other man. Both have pained or aggressive expressions. The image is framed by a blue vertical bar on the right and a dark brown horizontal bar at the bottom.

## Key Examples

Rubber-stamping  
Micromanaging  
Infighting / factionalism  
Passive or disengaged

# It all begins with expectations

## Turn expectations into **agreements**

Expectations  
must be  
explicit  
(written) and  
consensus-  
based

### THE BOARD EXPECTATIONS OF THE EXECUTIVE DIRECTOR

A board expects its Executive Director to:

1. Serve as chief operations executive of the organization.
2. Serve as professional advisor to the board.
3. Recommend appropriate policies for consideration.
4. Effectively implement all policies adopted by the board.
5. Inform the board fully and accurately regarding the program.
6. Interpret the needs of the program and present professional recommendations on all problems and issues considered by the board.
7. Develop a budget (in conjunction with the finance committee) and keep the board up-to-date on budget problems.
8. Recruit the best personnel and develop a competent staff and supervise it.
9. Devote time to improving the staff.
10. Assist the board in developing and conducting community information programs.

**THE EXECUTIVE DIRECTOR'S EXPECTATIONS OF THE BOARD**

An Executive Director expects a board to:

1. Counsel and advise, giving the benefit of its judgment expertise, and familiarity with the local setting.
2. Consult with the Executive Director on all matters that the board is considering.
3. Delegate responsibility for all executive functions.
4. Refrain from handling administrative details.
5. Make all the staff responsible to the Executive Director.
6. Share all communications with the Executive Director.
7. Provide support to the Executive Director and staff in carrying out their professional duties.
8. Support the Executive Director in all decisions and actions consistent with policies of the board and the standards of the organization.
9. Hold the Executive Director accountable for the supervision of the organization.
10. Evaluate the work of the Executive Director.



Strategic

## Key Examples

“Reporting out” at meetings  
 Committees operate in silos  
 Shiny object syndrome  
 In the weeds most of the time  
 Unfunded mandates

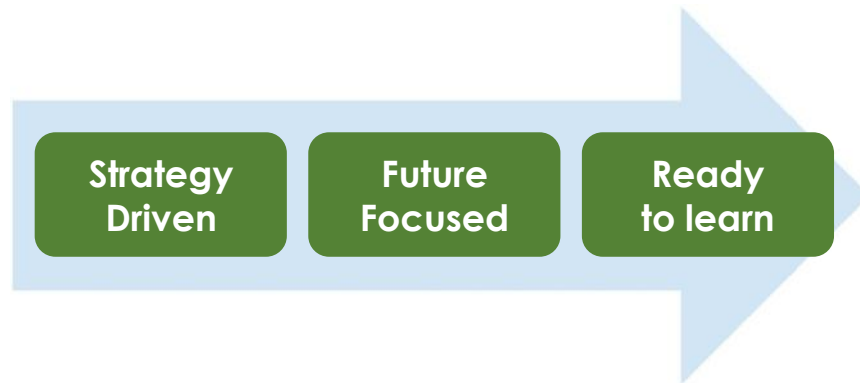
### Keep Your Eye on the Ball



#### AGENDA National Webinar Association Board of Directors Meeting 9:30 – 11:30 a.m. – Friday, February 29 Conference Suites Hotel – Denver, CO

- 9:00 a.m. Call to Order, Welcome, Announcements (President)
- 9:10 a.m. Motion to Follow Agenda; Disclosure of Conflicts of Interest; Antitrust Notice (President)
- 9:15 a.m. Minutes Approval (Secretary)
- 9:20 a.m. Financial Report and Acceptance (Treasurer)
- 9:30 a.m. Strategic Focus Areas (President)
  - Member Engagement & Development
  - Organizational Stewardship
  - Knowledge Creation and Exchange
  - Policy Leadership
- 10:10 a.m. Mega Issue (President)
- 10:40 a.m. Consent Agenda (President)
- 10:50 a.m. Unfinished Business
- 11:10 a.m. New Business
- 11:30 a.m. Adjournment

## Duty of Foresight



## STEEP Trends

Social  
Technological  
Economic  
Environmental  
Political

## Board Health Test Survey

<https://www.surveymonkey.com/r/VMAE>

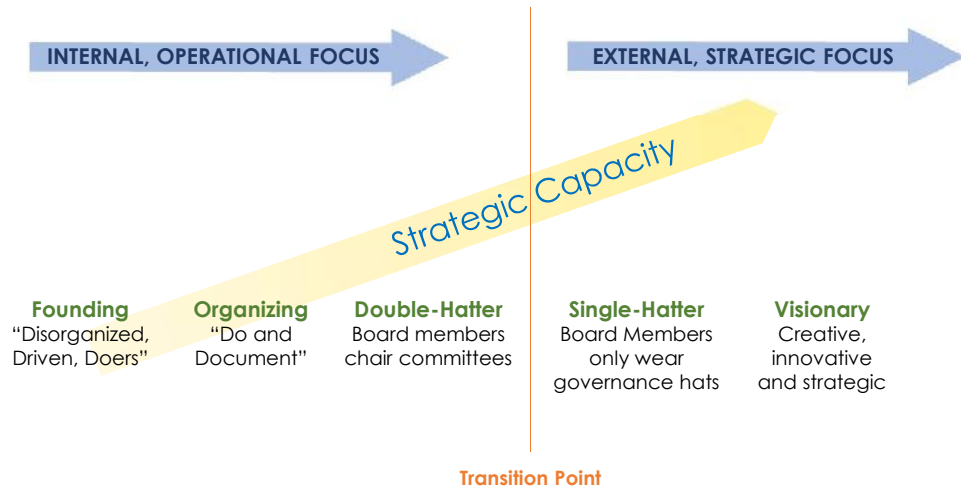
Or: <https://goo.gl/JLnKhD>

Average completion time: 4 - 6 minutes

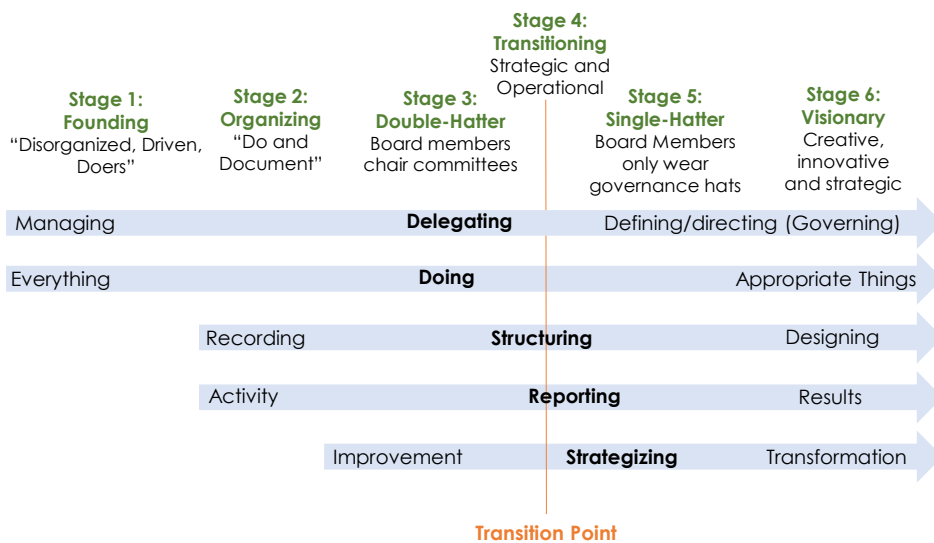
# Evolutionary Governance



## Board Evolution

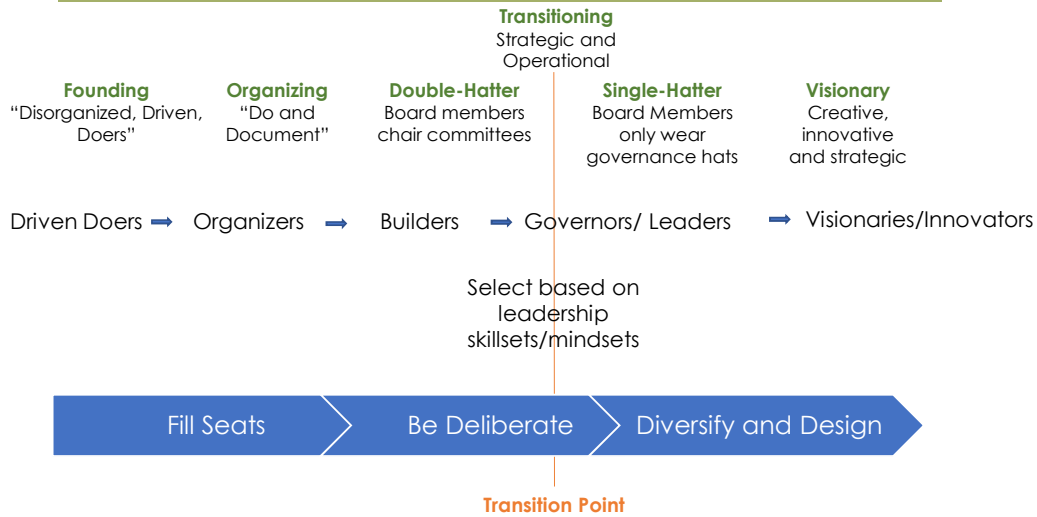


## Fundamental Shifts



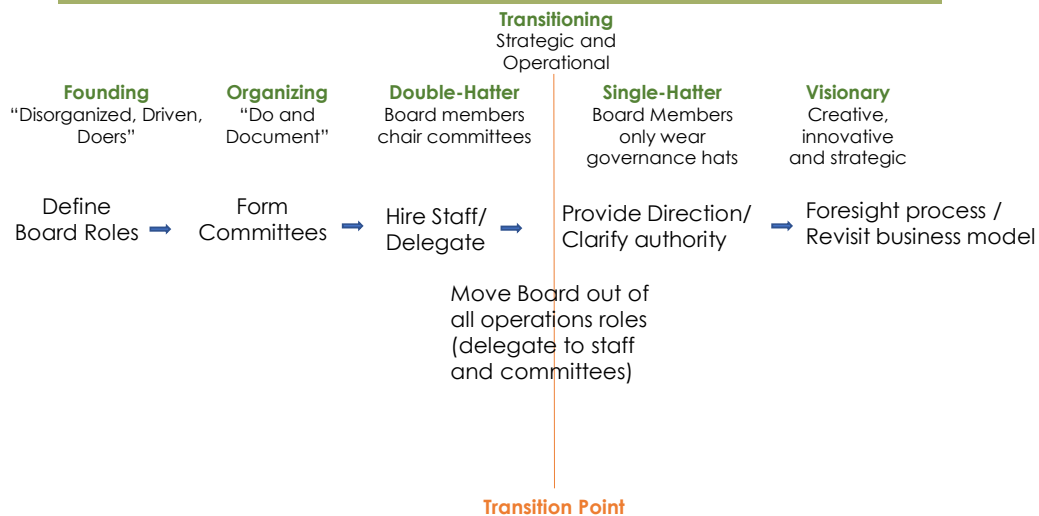
## Individual Needs

Individual

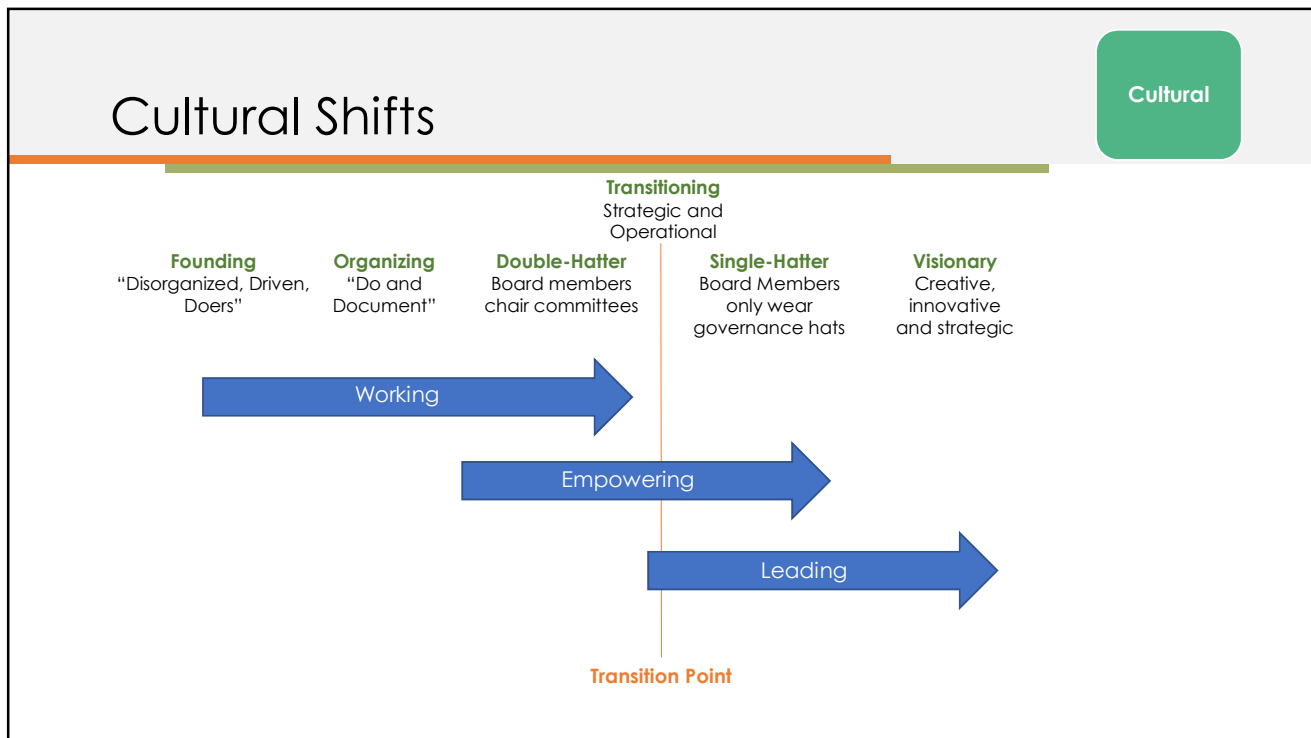


## Structural Needs

Structural







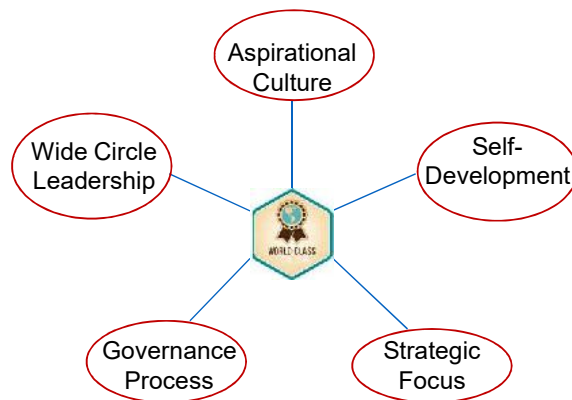
## After today. . .

What action steps are you going to take to move your board to the next stage?

# 5 Elements of a World-Class Board



## Five Elements of a World-Class Board





# World Class Board



## Element 1: Aspirational Culture

“Culture eats strategy  
for breakfast.”

Peter Drucker

## Aspirational Culture Enhancers vs. Inhibitors

Culture Enhancers	Culture Inhibitors
<ul style="list-style-type: none"> <li>• Collaborative environment</li> <li>• Professional attitude during meetings</li> <li>• Visionary leaders</li> <li>• Passionate members</li> </ul>	<ul style="list-style-type: none"> <li>• Time poverty</li> <li>• Old-timers' faction: "We've always done it this way"</li> <li>• Piling on –adding services, but no support</li> <li>• Loudest voice in the room wins</li> </ul>



## World Class Board



Element 2: Performance Improvement

## Board Development

- Effectiveness and structure
- Role clarification / meaningful work
- Succession
- Orientation and training
- Self-evaluation and assessment

**Consider:** Transforming Nominations Committee to a Board Development Committee



## World Class Board



Element 3: Strategic Focus

# Five Principles of Strategic Leadership

Principle 1: Build the dream house

Principle 2: Strategic leadership is people-focused

Principle 3: Less is more

Principle 4: Align culture, resources, and strategy

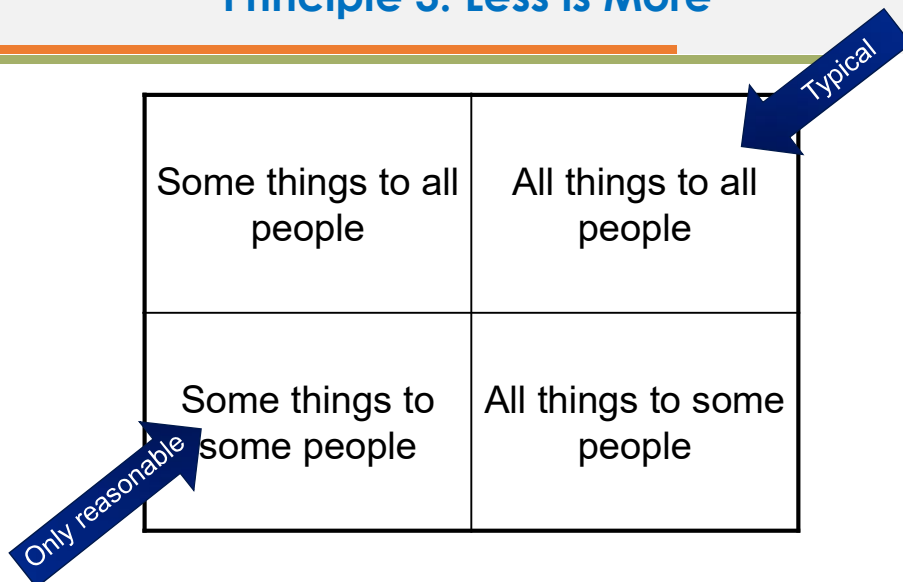
Principle 5: Keep your eye on the ball



## Principle 2: Strategic Leadership is People-Focused



## Principle 3: Less is More



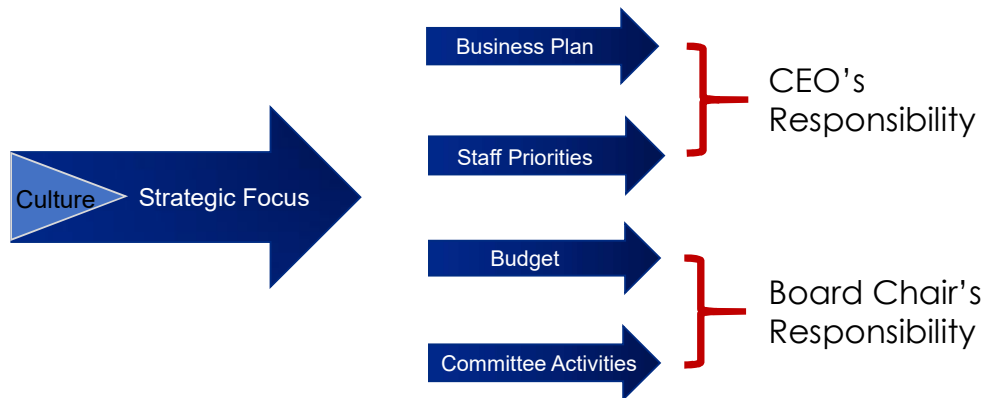


Not to do list:

- 1.
- 2.
- 3.
- 4.



## Principle 4: Align Culture, Strategy and Resources



## Principle 5: Keep Your Eye on the Ball

### Board Pacing Calendar

Green = Strategic Plan  
 Black = Operations/Fiduciary  
 Red = Governance

January	February	March	April	May	June
Final Budget Approval					Elections
July	August	September	October	November	December
CEO Performance Review	Strategic Planning Retreat	Goal 1, Objective 1 due date (Planning Committee)  Goal 2, Objective 1 due date (Finance Committee)	Goal 3, Objective 1 due date (Board)  Draft budget presented		



# World Class Board



## Element 4: Deliberate Governance

### Difference Between Management and Governance

#### Managing

Deciding on whether to have chicken or steak at the conference banquet

#### Governing

Establishing an asset protection policy that assures event insurance is in place for the conference



# World Class Board



## Element 5: Wide Circle Leadership

## Lead from the Widest Circle First

