

Great Board Chairs, Mediocre Ones. Or How About A Rogue?

Simone P. Joyaux, ACFRE | Tuesday, March 25, 2014 | 11 – 12:15

Session description

Massachusetts Keith was a rogue. Not a cool one like Johnny Depp in those pirate movies. What's worse, Keith was an intentional rogue.

There's a difference between unintentional and intentional bad behavior. Then there's the lack of knowledge that so many people (and boards) suffer from.

So what, exactly, is the role of the board chair? (And please don't say "leadership?" What the heck does that mean?)

Which behaviors add value – and which ones are harmful? How do we develop good board chairs? How do we select the right ones – and avoid the others?

I'm so angry and frustrated because governance isn't getting much better.

Not in the nonprofit/NGO sector and not in the for-profit sector, either. I mean really... just name names... BP, Penn State, Enron...and on and on and on...

It's not just the scandals. Mostly it's mediocre and poor performance. And mediocre and poor is awful, too.

Here's the issue: Do you have the guts to challenge yourself and lead your board? Does your organization have the courage to challenge itself and change?

How will you facilitate change?

"If you can't get people to address a serious problem through traditional methods, what unusual or outrageous act might get their attention?" (Question #73, *75 Cage-Rattling Questions*)

Agenda and Notes

Starting at the beginning

1. How important is a board chair? And how effective are your board chairs?
2. The good, the bad, and the ugly: stories from the trenches
3. Challenging the status quo and “political realities” – or will you be held hostage?
4. What is the nature of privilege (unearned or earned) and power – and the affect on groups and individuals?
5. How might life change in your organization and in the board if you all talked about the board chair’s expected skills and behaviors, and the screening process?

What is the role of the board chair? See pages 4 and 5.

1. Who has the power?
2. What is the scope of authority and what are the limitations¹?
3. How is the board chair the same or different than other officers or other board members? *See the handout, page 8, board member performance expectations.*
4. How does a board chair affect organizational culture? For example: How do the dynamics of a group affect the effectiveness of the group, e.g., the board? How does a board chair affect the dynamics of a group?
5. What is different for a board chair in various types and sizes of organizations, and for various evolutionary stages of organizations?
6. What might be performance measures to evaluate the excellence of a board chair?

What does the board chair not do?

1. Have more authority than any other board member.
2. Recruit or fire board members.
3. Supervise the CEO.
4. Conduct the performance appraisal of the CEO.
5. Serve as the organization’s spokesperson.

What behaviors, skills, and experience are necessary in a board chair?

1. Empathy. Expertise as a business advisor and coach. Clear. Sensible. Patient. Direct. Organization. Good listener. Involved in the community. Laughs easily.²
2. Here are some of my ideas. What are yours? Collaboration. Empowerment. Listening and facilitating and guiding. Self-aware and confident – but not arrogant. Knows when to talk and when to be quiet. Comfortable with diversity and conflict.

¹ See John Carver’s work about limitations policies. Great stuff.

² That’s how Arthur Meyers, Russell Library, Middletown, CT) described his board chair in fall 2013.

Experience with process and group work. Willingness and ability to commit time – and inconvenience oneself. Understanding the similarities and distinctions between governance and management, and applying that within the organization.

Recruiting the right candidate – so you don't have to get into firing³ mode!

1. The Governance Committee is in charge. The Governance Committee ensures that there is a job description and appropriate policies, and a shared understanding within the board about scope of work, skills and behaviors.
2. The Governance Committee considers succession planning and works hard to have multiple candidates for board chair within the board at all times. So what is your succession planning and board member development process? How effective is it?
3. And, yes, the Governance Committee (staffed by the CEO) monitors performance and provides feedback as necessary.
4. Maybe you want one-year terms only, renewal several times. Because sometimes you think you have a great candidates – and after one year...it just ain't workin'!

Lots of people say that board chairs are leaders and provide leadership.

1. The board chair is a leader by virtue of her/his elected position. More importantly, she or he demonstrates leadership by virtue of character.
2. But what is leadership?
3. What is your vision of leadership? What is your organization's vision of leadership?
4. Imagine all the questions you can ask about leadership. *See page 5 for some ideas.*

What you do not need as board chair

1. Big money for big gifts: You have to give, just like all board members. And meaningfully based on your resources. But big donors doesn't = board chair.
2. Lots of corporate and individual contacts to raise money: You help fundraise but aren't the major fundraiser.
3. To attend each committee meeting: Let the committees do their work and let the committee chairs lead. As the board chair (with your vice chair), just follow up.
4. What else?

Why don't we fix this?

1. Why do we accept / tolerate behaviors from our own board chair and board members that we (and they) would not accept in an employment relationship? What effect does this acceptance and tolerance have on the organization, other volunteers and staff, those we serve, and achievement of our mission?
2. Why do we expect a certain level of performance – and more quickly take action to correct performance below that level – with employees than with volunteers?
3. Why do we allow ourselves to held hostage by power dynamics?

³ See *Firing Lousy Board Members – And Helping the Others Succeed*, Charity Channel Press, 2014.

What does a board chair actually do?

1. Serves as a facilitator. Chairs board meetings and manages the conversations. Summarizes what she is hearing in order to help the conversation go forward.
2. Ensures equal voice. Facilitates the decision-making process through motions and voting.
3. Helps board members distinguish between personal opinion (which is often irrelevant) and professional expertise. Helps board members – and the board as a group – understand and perform accordingly.
4. Partners with the CEO to ensure that the board and its committees and board members focus on governance and do not venture into management. Helps ensure that the board fulfills its governance / due diligence function at board meetings, the only time that governance happens. *See handout, page 6, for job description of the board.*
5. Together, the board chair and CEO:
 - a. Facilitate the proper relationship between the board and its committees.
 - b. Develop board-meeting agendas.
 - c. Identify and recruit committee chairs and assign each board member to the appropriate committee.

Another version of what a board chair does⁴

1. Interpersonal functions of the board chair
 - a. Empowers board members and board committees.
 - b. Empower the administration to work enthusiastically in support of mission. (Or is this mostly the CEO's role?)
 - c. Ensures board members and the board (as a group) feel a deep commitment to mission and community. (Hmmm... Commitment is really an individual thing, an internal motivation. The board chair and CEO can certainly help. But ultimately, the individual is responsible for his or her own commitment and performance. Maybe: "Foster an environment that promotes...")
 - d. Ensures that board members feel valued and respected. (Another hmmm... Each person is responsible for valuing and respecting the others. So maybe this is another: "Helps foster an environment that... Because every single

⁴ From a governance conversation with Cohort 22, Masters Program in Philanthropy and Development, Saint Mary's University of Minnesota. And then cohort member Dean and I came up with various functional areas, e.g., interpersonal, operational, and community.

individual is responsible for creating an environment, the organizational and group culture.)

2. Operational functions
 - a. Facilitates effective board meetings.
 - b. With the CEO, creates the board meeting agenda.
 - c. With the CEO, appoints committee chairs and appoints board members to various committees.
 - d. Serves ex-officio on all committees but is not required (nor expected!) to attend all meetings.
3. Community
 - a. Supports and advocates for the organization and its leadership team.
 - b. Demonstrates leadership as a board member and as a volunteer, e.g., doing fundraising work.

Defining leadership

1. What does the leadership literature tell us?
2. What do you think are the top leadership issues of our time?
3. Are leaders born or developed? Are there leadership genes and what would those look like?
4. What are the barriers to effective leadership?
5. How would you measure leadership effectiveness?

Role of the board | Job description of the board

The board of directors is legally and morally (ethically) accountable for the health and effectiveness of the organization. The board ensures that the organization achieves its mission in an ethical, transparent, accountable, and prudent manner.

The board's job is governance, the ongoing process of due diligence whereby the board operates as a collective to ensure corporate health and effectiveness. Specifically, the board is accountable for the functions described below.

The board works in partnership with its chief executive (CEO). The executive provides leadership and support, enabling the board to carry out its governance responsibility.

Board Functions/Scope of Authority

All of these functions are accomplished as a group – at board meetings – through review of information, strategic questioning, conversation, and decision-making.

1. Articulate values and mission, and set standards, controls, and policies. Ensure that all the organization's programs, activities, and operations adhere to these.
2. Ensure that the organization is relevant to the community through processes that monitor the external environment and define vision, direction, and strategy.
3. Define and monitor key areas of performance compared with short- and long-range strategy and plans, assess results, and ensure that steps are taken for continuous quality improvement in all areas.
4. Ensure financial sustainability and intergenerational equity, e.g., operations, reserves, and capitalization.
5. Ensure that adequate risk management is in place, e.g., safety and security, insurance, data backup, CEO succession, board officer and board member succession, etc.
6. Define criteria for board membership, ensure proper recruitment of candidates, elect members and officers, and ensure proper orientation and development of board members.
7. Define and enforce parameters of the board's work, including its committees and task forces, and the role and performance of the individual board member. Assess effectiveness.

8. Define the role of and hire the CEO. Appraise performance; set compensation; reward competence; and, if necessary, replace the individual.
9. Ensure compliance with relevant laws and regulations.
10. Ensure effectiveness of management without intruding in management's role and authority.
11. Act as a think tank and sounding board regarding organizational health and effectiveness and the marketplace environment without compromising management's authority.

Note: The challenge is to ensure that the boards – including its individual members – recognize that #10 and #11 are neither a directive nor an authoritative function.

This job description for the board comes from *Firing Lousy Board Members – And Helping the Others Succeed*, by Simone P. Joyaux, ACFRE. Published in Fall 2013 by Charity Channel Press, www.charitychannel.com/charitychannel-press.
For more about the board, governance, and the individual board member – and lots more! Visit the Free Download Library at www.simonejoyaux.com.

[This document uses the terms “board member” and “board of directors,” referring to the governing group. Other organizations may trustee, governor, board of trustees, board of governors. The intent is the same. How do you make this work when your board members may be appointed – or elected through citizen voting?]

Performance expectations of the individual as a board member

Each Board member of this organization affirms the expectations outlined here and strives to perform accordingly. We treat all Board members the same when it comes to these expectations.

We clearly articulate these expectations during the recruitment process – and secure commitment prior to nomination. By accepting nomination or appointment, the individual confirms that this board service is one of his / her top volunteer and giving commitments.

Specific performance expectations for every single board member:

1. Believe in and be an active advocate and ambassador for the organization’s values, mission, vision.
2. Participate in governance activities (group processes⁵), e.g., meeting preparation and performance
 - a. Act in a way that contributes to the effective operation of the Board. Work with fellow Board members and staff to assure that the Board and its committees function well.
 - i. Focus on the good of the organization, independent of personal agenda, self-interest, or influence of others.
 - ii. Support the organization’s policies and procedures for conducting business.
 - iii. Maintain confidentiality of all work unless authorized otherwise.
 - iv. Support Board decisions once these are made.
 - v. Help build a good corporate culture.
 - b. Regularly attend Board and committee meetings. Prepare for these meetings by reviewing materials and bringing materials to meetings.
 - c. Use conversation as a core business practice, asking strategic questions and participating in dialogue.
 - d. Be available to serve as a committee/task force chair or member. Be a prepared and active participant in committee and task force work.
 - e. Inform the Board of Directors of any potential conflicts of interest, whether real or perceived, and abide by the decision of the Board related to the situation.
 - f. Respect the authority of the chief executive officer and staff; and, adhere to the limitations of the Board, its committees and individual Board members.
3. Personal development
 - a. Keep informed about the organization, its issues, and its connection to the community through active participation within the organization and outreach outside the organization. (Another way of saying this might be: Participate in opportunities to engage in/understand the organization’s mission.)

⁵ Remember, corporate governance is the process whereby a group of people ensure the health and effectiveness of the organization.

- b. Participate in professional development opportunities to strengthen corporate governance and advance the organization’s effectiveness through learning⁶. Participate in appraisal of own performance and others, as called upon.
- 4. Individual leadership acts⁷ outside board and committee meetings
 - a. Promote a culture of philanthropy.
 - b. Help support the charitable contributions operation of the organization. Specifically:
 - i. Reach into diverse communities and help identify and cultivate relationships to support the organization as donors, volunteers, and advocates.
 - ii. Give an annual financial contribution to the best of personal ability⁸. If the organization launches a special campaign, give to that, too.
 - iii. Participate in fund development by taking on various tasks tailored to your comfort and skills.
 - c. As appropriate, use personal and professional contacts and expertise⁹ to benefit the organization, without compromising ethics or trespassing on relationships.
- 5. Agree to step down from Board position if unable to fulfill these expectations.

What happens with all-volunteer organizations?

Without staff, board members typically carry out the management tasks. However, it is still necessary to distinguish between governance (the work of the board) and management (the work of staff, whether paid or volunteer.)

With an all-volunteer organization, maybe add this statement:

#5 Help carry out management tasks

As an all-volunteer organization, board members do both governance and management. Items in performance expectation #4, “individual leadership acts outside board and committee meetings,” are not considered management tasks. These are board member actions.

There is a distinction between governance and management and we are ever vigilant to ensure this distinction. One way we reinforce the distinction is by not intermingling governance and management conversations at board meetings.

Board members take on various tasks from the management task list, reviewed regularly. While doing management tasks, board members maintain a level of autonomy that does not require group decision-making like governance does.

The board chair provides the coordinating and leadership services that an executive director typically does.

⁶ Suggested by Cohort 20, Saint Mary’s University Masters Degree in Philanthropy and Development.

⁷ Board members do more than participate in governance. Board members are considered leadership volunteers.

⁸ Some organizations make this type of statement: “Consider this organization one of your top 2 – 3 charitable commitments.” What do you think of that? Why would an organization include that statement?

⁹ Each candidate is invited to join the Board in order to provide specific expertise to the governance process. The individual is informed of this need – and agrees – prior to nomination or appointment.

Best bet readings from to Simone

1. Carver, John. *Boards That Make A Difference: A New Design for Leadership on Nonprofit and Public Organizations*. Jossey-Bass Publishers.
2. Chait, Richard P. Ryan, and Taylor. *Governance as Leadership: Reframing the Work of Nonprofit Boards*. BoardSource, 2005.
3. Collins, James C. and Jerry I. Porras. *Built to Last*. Also see Collins' *Good to Great* and *Good to Great and the Social Sector*.
4. Dayton, Kenneth N. "Governance is Governance," Occasional paper from the Independent Sector, Washington, D.C., 202-223-8100. 1983, 2000, 2001
5. Ellinor, Linda and Glenna Gerard. *Dialogue: Rediscover the Transforming Power of Conversation*.
6. Gardner, John W. *Building Community*. Independent Sector, Washington, D.C.
7. Grace, Kay Sprinkel. *The Ultimate Board Member's Book: A 1-Hour Guide to Understanding and Fulfilling Your Role and Responsibilities*.
8. *Harvard Business Review* articles
 - a. Conger, Jay A., et al. "Appraising Boardroom Performance," January - February 1998.
 - b. De Geus, Arie. "The Living Company," March-April 1997.
 - c. Groysberg, B., Bell, D. "Dysfunction in the Boardroom." June 2013
 - d. Heifetz, R. A. and D. L. Laurie. "The Work of Leadership," January-February 1997.
 - e. Herzlinger, Regina E. "Effective Oversight: A Guide for Nonprofit Directors," July-August 1994.
 - f. Lorsch, Jay W. "Empowering the Board," January - February 1995.
 - g. McFarlan, F. Warren. "Working on Nonprofit Boards: Don't Assume the Shoe Fits," November-December 1999.
 - h. Nadler, David A. "Building Better Boards," May 2004.
 - i. O'Toole and Benis "What's Needed Next: A Culture of Candor," *Harvard Business Review*, June 2009.
 - j. Pound, John. "The Promise of the Governed Corporation," March- April 1995.
 - k. Pozen, R.C. "The Case for Professional Boards," December 2010.
 - l. Sonnenfeld, J.A. "What Makes Boards Great," September 2002.
 - m. Taylor, B. E. et al. "The New Work of the Nonprofit Board," September-October 1996.
9. Jackson, Peggy M., and T.E. Fogarty. *Sarbanes-Oxley for Nonprofits: A Guide to Building Competitive Advantage*. John Wiley & Sons, 2005.
10. Joyaux, Simone. *Firing Lousy Board Members*, Charity Channel Press, 2014.
11. Joyaux. *Strategic Fund Development, 3rd edition*. John Wiley & Sons, 2011.
12. Klein, Kim. *Fundraising for Social Change, 6th edition*. Jossey Bass, 2011. Also check out *Grassroots Fundraising Journal*.

13. *Nonprofit Quarterly*.
 - a. Winter 2012 print edition focused entirely on governance.
 - b. Bell, J. (Spring 2011). “Beyond Financial Oversight: Expanding the Board’s Role in the Pursuit of Sustainability.”
 - c. Bradshaw, P. and Fredette, C. (Spring 2011). “The Inclusive Nonprofit Boardroom: Leveraging the Transformative Potential of Diversity.”
 - d. Cohen, R. (July 13, 2012). “Report Raises Alarming Penn State Accountability Questions.”
 - e. Guo, C. (Winter 2007). “Government Funding and Community Representation on Nonprofit Boards: The Bargain We Strike.”
14. Robinson, Andy. *Great Boards for Small Groups: A 1-Hour Guide to Governing a Growing Nonprofit*.
15. Senge, Peter M. *The Fifth Discipline: The Art and Practice of a Learning Organization*. See also *The Fifth Discipline Fieldbook*, Doubleday.

**And so many more! Subscribe to my weekly blog and monthly e-newsletter.
I regularly recommend resources.**



Photo by the Slovak Fundraising Centre: Gabriel Kuchta

I am proud to be described as “one of the most thoughtful, inspirational, and provocative leaders in the philanthropic sector.” In January 2014, I began my 27th year as a consultant, specializing in fund development, strategic planning, and board development.

I work with all types and sizes of nonprofits. I’m also a teacher, speaking at conferences worldwide, and serving as faculty in the graduate program for philanthropy at Saint Mary’s University, MN.

My books *Keep Your Donors* and *Strategic Fund Development* (released in its 3rd edition in 2011) are standards in the field. My newest book *Firing Lousy Board Members – And Helping the Others Succeed*, was released by Charity Channel Press in early 2014. I’m a web columnist for the *Nonprofit Quarterly*, write feature articles, publish a free e-news, and blog weekly (Simone Uncensored) with tips and resources.

As a volunteer, I founded the Women’s Fund of RI, chaired CFRE International, and regularly serve on boards. My life partner and I have bequeathed our entire estate to charity.