

BOARD MEETING PRACTICES

Before, During and After Board Meetings - A compilation of practices offered through the ASAE Executive Section listserv in March 2010.

Before the Board Meeting

1. Provide the board book and background information at least two weeks in advance of the meeting.
2. Rely on the chair to promote (or enforce) advance reading of the book --- when topics arise that were obviously provided in advance, he or she should point out, “the answer is in the information you were provided.”
3. Use a behavioral analysis tool at the start of the year to help directors understand the varied personalities and get to know each other.
4. Stay in touch with stakeholders (members) – don’t let the board think they represent the views and needs of members unless they really do.
5. Distribute a chart or guide explaining board rules of order; or use *ABCs of Parliamentary Procedure* published by Channing Bete (about \$1).
6. Be sure the room and table are conducive to board discussion; a hollow square or open-U is best.

“You’ll know you got it right by the degree of engaged discussion.”

7. Use tent cards to remind and familiarize directors who have forgotten names; on the back or bottom of tent cards use the space for mission statement or antitrust avoidance statement.
8. Assign seats using name tent cards to mix up the dynamics; be sure officers take their places at the head of the table.
9. Rely on an organizational chart to depict appropriate hierarchy, flow of information and decision making processes.



10. Post the mission, vision and values in the boardroom or display it on an easel at the meeting.
11. If the board meeting is two days or two parts, reconvene the second part with a recap of what was achieved and what still must be addressed.
12. Provide a guide for key issues and what is expected as outcomes: For example, “Up for discussion” “Information only” “Requires action” “Economic impact” etc.
13. Hire a parliamentarian to keep discussions on track; or at a minimum rely on a parliamentarian to teach rules of order at the board’s orientation.
14. In advance of the meeting, discuss agenda items with the appropriate officers. ***“Use all the brainpower for something that actually matters.”***
15. Identify the responsible positions or names next to agenda items; share it well in advance so directors can properly prepare for the meeting.
16. Advise directors of the proper channels, protocols and deadlines for adding items to the agenda; avoid agenda surprises squeezed into “new business.”
17. Organize agenda topics by strategic goals; each committee report falls under the respective goal.
18. When providing advance board, only bring extra copies of the agenda to the meeting -- relying on board members to have read the packet in advance – not *expecting* staff to bring extra packets.
19. Provide enough time for *meaningful* discussions --- not just reports checked off a list.
20. More effective than a timed agenda is a good chair who keeps things moving by not being fearful of cutting off discussion. (But don’t *obsess* about time – you don’t want to skip over important issues because time elapsed.)
21. “Front load” the agenda with the most important issues so you don’t run out of time.
22. Terminology: If the organization has a unique set of terms or acronyms, include the list and meanings at the board table.
23. ★ Identify “action items” with a star so directors can see what requires the most attention on agendas.
24. Conduct a conference call prior to the meeting to try to dispense with administrative tasks and help the directors understand the larger issues at hand.



25. Staff reviews the financial report with the treasurer in advance.
26. Prepare a brief “rule of engagement” or “code of conduct,” identifying board expectations but not stated in the bylaws. For instance, we respect new ideas, nobody should dominate discussions, the boardroom is the proper place for deliberation, everyone should be willing to take on extra tasks, we start and end on time, etc.
27. Identify a MEGA-ISSUE on every agenda; one in which the chair and executive director have selected the burning issue to advance or resolve at this meeting.
28. Include a *BHAG* on every agenda.¹
29. Discourage digital distractions; when board members turn to text messaging and the Internet --- it’s a sign that they are not engaged.
30. Strategically organize the agenda – more difficult decisions interspersed with “low hanging fruit.” Spend the most time on issues with strategic value for the organization.
31. Add “*Good Governance Rules*” at the top of the agenda, for example:
 - Meetings start on time;
 - Please stay within time allocations;
 - Keep it simple;
 - Max. discussion time is 10 per topic in general;
 - One speaker at a time;
 - When further discussion or research is needed, topic will be postponed;
 - Don’t do committee work at the board table.



During the Board Meeting

32. Use a consent agenda. Use a consent agenda. Use a consent agenda.
33. Project the agenda and background materials on a screen with a laptop and LCD projector; keeping board members looking up and everyone on the same page. Too often board members are shuffling papers and looking down at text messages.
34. Provide a decision-action grid to help the board understand the available actions.

Board Action Grid

Decide/Choose	Approve, Accept, Endorse, Validate
The Board of Directors will make a <u>decision</u> on a <u>recommendation</u> or <u>choose among options</u> generated internally or by committee/staff.	The Board of Directors will <u>approve a recommendation</u> or <u>course of action</u> that has policy, strategy, brand, or material budget implications.
Understand	Guide
The Board of Directors will <u>better understand</u> a critical issue, perspective, or dynamic that is critical to Board level responsibilities.	The Board of Directors will <u>provide guidance</u> to Committees and staff as it relates to established strategy, policy, brand, or budget.

¹ *Good to Great's* “Big Hairy Audacious Goal”

35. Start and end meetings on time; hang a clock on the wall; appoint a volunteer to serve as timekeeper.
36. Find ways to address questions through a process of values and performance measures (create a matrix to determine the importance of discussions.)
37. When board books are used, the chair needs to remember to point out the page number with the transition of each new topic. When the board book is a PDF document, use the page numbering feature to make it easy to find information.
38. Take frequent breaks – don't allow an overly ambitious chair to forget the need to stretch and refresh with breaks every 60 to 90 minutes. It improves outcomes.
39. State the conflict of interest policy and start the meeting by asking, "Everyone has seen today's agenda, is there anyone who wants to make not of a potential conflict of interest?"
40. Use a *dashboard* to report on performance measures that the board should monitor; minimize the traditional reports about what has occurred since the last meeting.
41. Agree upon specific performance measures --- positioning the board to be objective rather than subjective.
42. Make note of the antitrust avoidance statement and record such in the minutes.
43. Keep a flip chart in the room in case an issue needs development through graphics and problem solving.
44. Invite local members as guests (with rules for addressing the board) if your meetings rotate to chapters and components
45. Use the tentcards to signify a desire to address the discussion by turning the tentcard on end (vertical.)
46. Serving food? Provide high-energy, low-carb snacks to avoid the afternoon sluggishness associated with a big meal.
47. When providing a meal break, use a separate room so directors have a chance to stretch and get away from the work setting.
48. Always include caffeine and chocolate at the board table.
49. Promote the boardroom as the safe place for deliberation; cautioning *against* rehashing meetings in the parking lot or by email.



50. Envision and anticipate significant results and share the vision, “Today our goal is to achieve a significantly positive outcome and implementation for the initiatives we’ve been considering.”
51. Consider application of *Policy Governance* to clarify roles, processes and ends’ statements (reference: *Carver Policy Governance*.)
52. Make it acceptable to simply have a “conversation” without making a decision. Develop an agreed upon process to explore an issue that will get a sense of the board’s interest without undertaking the full deliberation and decision.
53. Assign new ideas to a “parking lot” for future consideration.
54. Be sure the board chair understands the role of *facilitating* the meeting; calling on members who may be quiet and quieting members who may dominate.
55. Rearrange name tentcards after the break to change the meeting dynamics.
56. Invite a guest speaker to each board meeting to offer education (i.e. parliamentary procedures, accounting principles, industry updates, etc.)
57. Add two extra seats at the board table and ask directors to strategically invite select future leaders to observe.
58. Give every board member a chance to lead – share assignments and help them develop leadership skills by asking various directors to make reports, lead a discussion, etc.
59. Use the flipchart to track and document decisions as the meeting progresses. A flipchart can be used to quiet a verbose director by asking them to, “organize and outline your ideas on the flipchart at the front of the room.”
60. At meal breaks divide the board into three strategic groups assigned to tables so they meet different persons at each meeting (i.e. east, west, central or big, medium, small, etc.)
61. Wrap up meetings with a summary of what was accomplished offered by the chair or executive director.
62. Once a year the board makes a big deal of staff appreciation by serving the lunch to the staff members in attendance.



After the Board Meeting

63. Identify **action items** in the minutes in **bold** – similar to the action items that were noted on the corresponding agenda.
64. Work must not end when the meeting adjourns. Use the time between meetings to continue work.
65. The CEO prepares talking points or highlights immediately after the meeting to help directors communicate the achievements and issues from the recent board meeting.
66. Create a PowerPoint to identify highlights, actions and outcomes at the last meeting.
67. Distribute an evaluation or use SurveyMonkey for a 3-question survey – How effective do you think this meeting was? How can we improve governance?
68. At the end of the chair’s term conduct a confidential board self-assessment and solicit ways to improve governance.
69. *Celebrate!* Board members are there because they want to do a great job --- celebrate their small and big achievements after each meeting.
70. Distribute minutes promptly; recognizing that volunteers gave of their valuable time, thus they deserve to see the minutes.
71. Don’t post minutes to a *public* website, instead post a summary of board actions.
72. When distributing minutes electronically (email attachment) be sure they are a PDF format and not a Word document.
73. Do not add “attachments” to the minutes; let minutes stand on there own --- filing support documents in other locations.
74. Maintain everything at a shared board governance website page; password protected.
75. Require committees to keep minutes, too. Provide them with a simple committee minutes template.

“It is about the content of the agenda, if you get that right everything else falls into place.”

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bob@rchcae.com

BOARD RESPONSIBILITIES GUIDE



- ✓ *Ideal for Leadership Development*
- ✓ *Easy to Use and Explain*
- ✓ *Thousands purchased by every kind of board*
- ✓ *Updated to include new IRS 990 policies*

Topics Covered – Ideal for Board Discussion

- * Governance-Management Relationship
- * Special Terms of Non-Profits
- * Board Responsibilities
- * Trends and Issues Facing Associations
- * Volunteer Immunity and Insurance
- * Board Legal Duties
- * Board Tools and Common Sense
- * Meeting Rules of Order
- * Committees and Trends
- * Strategic Planning
- * Board Risk and Liabilities

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