

## Board Meetings

### PMM5 Postscript<sup>™</sup> Number 11

**Background Information:** In Chapter 8, Small Meetings Management, MaryAnne Bobrow proves that small does not mean uncomplicated. She also points out that “a small meeting is classified by the number of participants, not by its perceived importance” (Bobrow, 2006, p. 106). The premise of *Professional Meeting Management*<sup>®</sup>, fifth edition, is that meeting managers can apply a professional discipline to all meetings.

**PMM5 Postscript<sup>™</sup> Use:** This PMM5 Postscript<sup>™</sup> specifically talks about board meetings. While board meetings involve a small number of people, the issues addressed during board meetings as well as the talent represented in a meeting mandate that the meetings are well-run, efficient and effective. Recent scrutiny on corporate governance have highlighted the necessity to have well-run board meetings. Whether for associations, corporations of non-for profits, board meetings are an essential element in the long-term success of the organization. Meeting managers play a role in that success through the effective planning of board meetings. The PMM5 Postscript<sup>™</sup> also includes additional group discussion or research projects to supplement the PMM5 chapter.

**Learner Outcomes:** At the completion of this reading, you should be able to:

- Construct recommendations to improve board meetings.
- Describe the purpose and role of board meetings.
- Describe the purpose of board retreats.

**Related PMM5 Chapter:** Chapter 8, Small Meetings Management: Small Does Not Mean Uncomplicated

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Chapter 19, The Environment for Meetings and Events

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## Boards Direct

Board of Directors exist for:

- Not-for-profits
- Associations
- Public corporations
- Private/closely held companies (including family-run companies)

Their functional role varies depending upon the maturity and needs within the organization. Boards can have a broad range of "personalities." Typically, a Board of Directors is charged with some of these responsibilities:

- **Policy making** — setting procedures and policies to guide the organization
- **Strategy** — determining mission, vision and metrics for success
- **Organizational success** — reviewing progress against basic objectives, strategies, policies and plans for the organization
- **Fiduciary responsibilities** — electing, removing, and approving compensation arrangements for senior management/executive directors as well as budgetary and financial issues

Directors are expected to exhibit the duty of care and a duty of loyalty. The duty of care requires a director to be reasonably informed, to participate in decisions, and to act in good faith with the care of an ordinary prudent person in similar circumstances. The duty of loyalty requires directors to exercise their powers in the interest of the organization, not in their own interest, nor the interest of another entity or person. This duty requires the director to avoid conflicts of interest and to protect the confidentiality of information.

## Board Meetings

At a basic level a board should be directing strategy, maintaining the direction of the "business", identifying where things are going awry, and ensuring corporate governance requirements are met. Board meetings are the backbone of an effective board. Board of Directors typically meet no more than once a month (oftentimes less).

A Board represents high-priced talent and their time is precious. All organizations can benefit from a more rigorous approach to running and managing their board meetings. Organizations often underutilize their boards when they view their role as a formality that enables them to comply with governance guidelines. Board meetings allow an influx of new strategic ideas, time to make decisions and fine tune operational issues.

Creating great board meetings requires the convergence of three elements:

- Prepared board members
- A skilled chair
- Well planned agendas

## Preparation of Board Members

Board members are "prepared" in different ways. Preparation involves orienting new board members to their responsibilities and the workings of the board. Board retreats, written orientation documents, mentoring by existing board members or a combination of these methods are methods typically used to orient new board members.

Orientation and training is important. Serving on a board for the first time can be intimidating. The organization "owes" new board members training and advice on how to be effective.

The Sarbanes-Oxley Act creates added emphasis on training (or retraining) board of directors on their responsibilities and duties. This relates to the second aspect of preparedness. Individuals must come to the board meeting prepared. To a great extent, the work done before each board meeting will determine the effectiveness of the board. Reading materials, being familiar with the organization and understanding roles are all crucial aspects to being prepared. Board members must take their duty of care seriously.

Refer to PMM Postscript™ Number 47, titled Transparent and Ethical Meetings, for more information on Sarbanes-Oxley.

## The Chair

The chairperson must galvanize the board, direct them and ultimately produces sound, collective decisions. Within meetings, the chair is responsible for the quality of the discussion and debate. He or she must also control time, hold back their opinion until the end and summarize where appropriate.

Chairpersons should:

- Encourage contribution from all
- Keep discipline, without being overbearing
- Look for agreement where possible
- Keep the meeting discussion impartial and impersonal.
- Encourage disparate opinions; seek consensus not 100% agreement
- Maintain deliberation towards decisions; don't start acting like a committee
- Table or delegate when necessary
- Keep the meeting tight and focused
- Ensure meeting notes are circulated

Setting up an effective agenda will help the chair be successful.

## The Agenda

Before individual meeting agendas can be crafted, the board should take the time to decide what the overall priorities are. The identification of priorities can be the outcome of strategic planning or it may occur as a result of operational needs. Either way, each meeting should be a stepping stone advancing the organization closer to the overall goals.

For specific agendas, here are some tips on board meeting agendas:

- **Strike a balance between strategic and operational issues** that is right for your organization. Some boards function as working boards while others remain more strategic.
- **Devise an annual calendar** with meeting dates and locations. Schedule recurring issues such as insurance, pensions and company car policy in advance throughout the calendar year.
- **Delegate work to sub committees** that report to the board. Board meeting time should not be spent researching and formulating recommendations. Board meetings are for deliberation and decisions.
- **Keep goals or initiatives top of mind.** As appropriate, print them on the top of every agenda. This visual reminder will increase the clarity of discussion.
- **Utilize a consent agenda.** Many boards use a consent agenda for action on routine items that do not require board discussion. A consent agenda can streamline meetings by combining action on standard items into one motion.
- **Use a verb-spurred agenda.** In a verb-spurred agenda items will be not listed by subject only. Rather the agenda item will describe the action required. For example list the item on the agenda as "Decide on vendor for website hosting" rather than "Website".

Here is a list of verbs to encourage precise and concise action oriented agenda topics: Add, Agree on, Assign, Audit, Brainstorm, Build, Calculate, Check, Classify, Combine, Compare, Compile, Complete, Conduct, Confirm, Continue, Debate, Decide, Delegate, Delete, Deliver, Determine, Divide, Draft, Edit, Evaluate, Explain, Find, Force-rank, Gather, Give, Hear, Illustrate, Judge, Jump-start, List, Listen to, Make, Map, Negotiate, Organize, Persuade, Plan, Prepare, Present, Preview, Rank, Rate, Recommend, Report, Resolve, Re-write, Revise, Schedule, Select, Set up, Share, Simplify, Solve, Suggest, Summarize, Trace, Tell, and Write

Don't use the terms "Review" or "Discuss" (Albert, B. 1990). Meeting managers can refer to PCMA's *Action Verbs™ Focusing on the Learner* reference guide for more action verbs.

- **Place items on the agenda strategically.** Submit action items and motions in advance in the following format (Albert, B. 1990):
  - I would like to submit the following Action Item/Motion to the Board:
  - (Use action verbs)
  - Here is why the item has surfaced:
  - By dealing with this item we will be able to (list 2-3 benefits):
  - I estimate it will take \_\_\_\_ minutes
- **Create a litmus test.** Create a series of questions that establish the criteria for projects or topics for discussion. If the item at hand does not meet the criteria, then do not allow discussion. Empower people attending the board meetings to "blow the whistle" on discussion that does not meet the test.
- **Establish the agenda with specific time limits** set for each item. Boards can also elect to establish standing rules (see the discussion of Roberts Rules for more details) that specify the overall rules for meetings. An example of a standing rule might be that debate is limited to 10 minutes per topic. Standing rules can be changed if circumstances require. However, for the general situation, standing rules help create a discipline to the meeting.
- **Allocate time for self-evaluation.** A Board should improve its future performance based upon evaluation.

## Board Tools

Boards and board meetings represent special challenges. For associations, there is the annual rotation of volunteer. Corporate boards can be too clubby with position filled by "yes" people. Additional ideas and tools for effective board meetings:

- **Employ Robert's Rules of Order.** These parliamentary procedures were designed to allow all opinions to be discussed. The intent is not to stifle discussion while still invoking order and a process. Focus on the 3 - 5 motions that are most used and educate the board on these. Don't overwhelm people with the intricacies of Robert's Rules of Order. Stress that anyone can make a Point of Inquiry to understand either what is happening or what "words" they need to say to make something happen.
- **Define mission, vision, and values.** Strategic planning is commonplace in corporate settings, but not used enough in non-profit and association boards. This purpose is align board members with the direction of the organization. And it is worthwhile to define what is a mission, value, strategic goal, initiative, tactic, etc. These terms are bantered about and often people don't have the concrete distinctions between the terms to provide the true clarity that is sought for board meetings.
- **Focus on group decision making processes.** Avoid groupthink. Groupthink is a concept, defined by Irving Janis, which refers to faulty decision making in a group. Groups experiencing groupthink do not consider all alternatives and they desire unanimity at the expense of quality decisions.
- **Use models.** Create a framework and process for making decisions. Use the model to guide discussion. This allows the board members to disengage (or temper) emotion from the deliberation. One commonly used model is the SWOT Analysis — Strengths, Weakness, Opportunities and Threats Analysis.
- **Establish brainstorming rules.** Boards must provide vision that allows an organization to remain relevant 5 and 10 years out. Help members expand their creative thinking by identifying rules for brainstorming that allow innovative ideas to emerge.
- **Use time management principles.** Borrow from Steven Covey's time management principles to define board discussions. What's important? What's urgent? Discuss focusing on the First Things First principle. Prioritization in light of mission, vision, values is key to consistency.
- **Explore communication styles.** Whether boards utilize Myers Briggs or DISC or some other method, these activities offer a common language and understanding for people to explore differences in the way others do things.
- **Establish a code of conduct.** Jointly establish with the Board a code of behavior that everyone can agree to for the meeting. "No interrupting" or "No side conversations" might be included as a code of behavior. Post the agreed behaviors during board meetings as a reminder to all participants. Peggy Post, the primary spokesperson and author for the Emily Post Institute, stresses the need for good business etiquette. She points to the person running the meeting to set the tone for etiquette and be willing to address any etiquette problems (Motley, 2005).
- **Track non-germane but worthy issues.** The secretary should keep an "issues bin" tablet during the meeting to record themes, ideas or suggestions to explore later. Or you can create a Parking Lot on a flip chart and add the items to the parking lot for later discussion.
- **Perform skills/task/passion matches.** (For volunteer Boards and organizations.) Sometimes there is a "natural" progression within a board that defines who does what next. This assumes all board members are equally skilled at all tasks. Sometimes members want to use solid

skills, sometimes members are passionate about growing new ones. Respecting member reasons for serving is critical to a good outcome.

### **Don't Beat a "Hasty Retreat"**

Rob Davidson, senior lecturer at the University of Westminster (England), states, "Companies and associations have realized the effectiveness of taking their executives [and] directors out of the normal working environment for a few days to discuss strategy, future planning and vision for their organizations" (Andelman, 2006).

Board retreats provide what regular board meetings typically lack – depth, continuity, occasion for informal discussions and relationship building and time to place the issues into a broader context and to link them to people and actions. Davidson again states, "Retreats have been recognized as the best way of focusing on relationship building, team building and brainstorming in an intensive but relaxing manner" (Andelman, 2006).

Board retreats are effective when they have the following elements:

- More time for in-depth discussions
- Informal atmosphere
- New, neutral environment that is unrestricted by routines, traditional approaches or expected authority roles
- Agendas that allow for reflection and discussion
- Time to build relationships and trust

Designed and conducted properly, a retreat or off-site meeting is the single-best mechanism for making breakthroughs of many kinds in three broad areas:

#### **Strategy**

- Strategic planning
- Assessing identity and mission
- Discovering flaws in the strategy
- Launching into a new direction
- Analysis of major organizational changes (restructuring or mergers)
- Developing a plan for recruiting a new generation of board members and officers

#### **Analysis**

- Financial assessment/reassessment
- Commitment to special projects (development, capital fundraising)
- Infusion of special resources (e.g., information, preliminary surveys, needs assessments, evaluation, outside experts)
- Programmatic problem-solving
- Preparing for an executive search
- Assessing board performance

#### **Team Dynamics**

- Building an administrative management team
- Goal-setting for a new leadership team
- Orientation of new board members

- Defining the roles and responsibilities of board members
- Transforming the board dynamics
- Bonding and sensing management depth
- Improving communication

Meeting managers who plan board retreats will work closely with the chair of the board of directors to:

- Define the goals and desired outcomes. Clarity will dictate the agenda and format.
- Recruit a small committee (of two or three members) to plan the retreat. These board members will guide the planning process, delegate tasks and oversee decisions. Involve key individuals who can bring a variety of perspectives that can bring fresh ideas.
- Select a facilitator (internal or external) that will guide the discussion at the retreat. The facilitator should also be involved in planning the retreat from the inception. The facilitator adds a level of objectivity that allows him or her to guide discussion, maintains the focus, direct the tone of the discussion and keep aware of time limits. An outside facilitator brings their broad experience and expertise to the planning and execution of the event. The presence of someone else to lead the meeting also allows full participation of all board members.
- Create interest and enthusiasm prior to the retreat through the use of a theme and tantalizing pre-event publicity. Theme and brand the retreat to create anticipation and set the stage for all that will be accomplished during the retreat.
- Find ways to create the group dynamics that will meet the goals and desired outcomes. Rosemary Rein, Ph.D. suggests stimulating all five senses to spark creativity. She also suggest physical breaks to inspire teamwork interspersed with work sessions (Rein, 2006).

One session cannot cover or resolve all the issues, challenges or opportunities. However, a great board retreat will create closure on a few key issues. Like other meetings, meeting managers can measure the value against the specific goals established for the meeting. Furthermore, the meetings' success will be reflected in the board's sense of accomplishment and smoother operation. Finally, the board's enthusiasm is a testimonial of a great board retreat. A good retreat becomes the launch pad for more effective teamwork in the coming year.

### Summary

Board meetings are one type of specialized meetings that many meeting managers plan. Board meetings have an important and distinct purpose for organizations. The meeting logistics, including preparatory materials, must support the critical work of a board of directors.

Spending time on the "right" issues and creating accountability and follow-up during board meetings is vital. Likewise, a board retreat has its own separate needs. An effective board that uses its meeting times well will help assure a well-run organization.

### Group Discussion or Projects

1. What information should be included in an orientation manual for new board members?
2. What type of meeting room set-up is conducive to board meetings? Why? What type of Audio Visual equipment or tools might be useful for board meetings?

3. What type of venue would be suitable for a board retreat? Why?
4. Boards sometimes suffer from poor decision making. Poor decision dynamics can manifest itself in several ways including:
  - A sense that the board is spinning its wheels and rehashing old issues.
  - A lot of heated discussion based on few facts but lots of opinions.
  - A long and protracted discussion that ends when the board realizes it has lost track of the original topic.
  - The frequent introduction of “wildcard” issues which were not originally on the agenda.
  - An inability to explain to others why the board made a certain decision.
  - A decision that is ostensibly agreed to by the entire board but in reality not supported by every board member.
  - A nagging feeling that decisions, when they are finally made, do not represent the best thinking of the board.

How could a meeting manager help the Chair avoid these problems?

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