

WANT TO BE A BETTER BOARD MEMBER?
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In this country we treat being a board member much like many other fields of endeavor such as parenting and leadership. We assume that if you have the **desire** to be one and we know how to **become** one, then we will know how **to be a good one!** Unfortunately, all around us we see examples of how this theory fails.

Seldom have I ever met or worked with a board member who didn't really care about the organization and want to be a good board member. Often I have met board members who wanted to be a good board member but didn't know how or went about it in the wrong way.

In this article we will review an understanding of board governance, some board basics and some board training subjects to pursue.

Understanding board governance

Many times boards are autonomous and therefore are responsible for deciding how they will govern themselves. Every board has a fundamental responsibility for self-management, which includes creating a structure, policies, and procedures that support good governance.

In the early 1990's I read the book *Boards That Make a Difference* by John Carver. I found it very helpful in understanding board governance issues. There are many books available today that give guidance to boards on how to govern. John and Miriam Carver are by far the leaders in this field. They have had a tremendous influence on board governance and have helped us realize that the board and the staff of an organization have very different functions and jobs.

A search on the web of board governance will provide the reader with numerous sources on this subject. The website discovery should begin with the Carver websites: www.carvergovernance.com and www.miriamcarver.com. On John Carver's website you will find the statement that the Carver Policy Governance Model is the world's most complete theoretical foundation for the governing board role in business, nonprofit (NGO), and governmental organizations. That is a bold statement, but one I have found to be correct. On Miriam Carver's website you will find policy governance explained as a specific set of concepts and principles and their application to the servant-leadership of boards and the board-management partnership.

Board Basics

There is basic information about boardsmanship that needs to be understood by all involved with a board. Some of the basic concepts of board governance include the following:

- \$ **Boards exist to represent the ownership of the organization.** This sounds like an easy concept, but look at many of your United Way agencies. Who owns them? The people served by the agency, the community who contributes to the United Way? Determining ownership is not always as easy as it sounds.
- \$ **The board has authority to direct the organization only when acting as a group.** Many board members believe that they have a special power because they are a director. That is not true. An individual director has absolutely no power when acting on his/her own, unless that power is given to him in the bylaws. Therefore, an action is not a board action unless the board has decided that action in a board meeting.
- \$ **Board members must support decisions made by the board.** During the debate on the motion before the board, a board member can and should express any and all objections to the proposed action that the board is about to take. Once the board has made a decision, the board member is responsible for supporting that decision. Therefore, board members should not, outside of a meeting, talk against action taken by the board during a meeting.
- \$ **The board's function is to focus on vision.** The job of the board is to be looking out at the horizon. The board should be focusing on where the organization should be in the future.
- \$ **Board oversees the Executive Director/CEO.** One of the most important jobs of the board is to oversee the executive director, who in turn is charged with running the headquarters. The board's job is not to micro manage the staff and headquarters. In overseeing the executive director, the board only acts as a group and does not individually tell the executive director how to do his/her job.
- \$ **Board must follow rules set by government, ownership, and board.** There are many sources of rules that the board must follow. They include the federal regulations that are placed on the board because of non-profit status, the state statutes of the state in which the organization is incorporated, the bylaws and other governing documents. The board usually sets up its own set of rules on how it is going to conduct business.

There are several additional areas that a person working to understand boardsmanship needs to become familiar with.

The subject of board functions versus staff functions and board/staff relationship is a hot topic for many boards. While a local association board may not have a staff, many of the members of that board may serve on other community boards that do have a staff. And when there is a staff, it is crucial that the board member understands the appropriate board/staff relationship.

It is also important for the board members have a clear understanding of the relationship between board governance and parliamentary procedure. They are not mutually exclusive, even though I have come across experts in board governance that appear to think they are. Parliamentary procedure functions as a support for board governance. It is a tool that can help the board improve its ability to govern.

One of the important aspects to keep in mind regarding parliamentary procedure is to adapt it to the size of the board. In my book, *The Complete Idiot's Guide to Robert's Rules*, you will find the following section regarding rules for small boards.

Less than a Dozen – Rules for Small Boards/Committees

Henry M. Robert realized that you can't have the same rules for a board or committee of five and a convention of 5,000. Therefore, he established less stringent rules when there is a meeting of a board or committee with no more than 12 members present. Those rules are found in §50 and §52.

RULES FOR COMMITTEES OR BOARDS WITH A DOZEN OR LESS MEMBERS PRESENT

- Not necessary to rise in order to make a motion
- Not necessary to rise when seeking recognition by the chair
- No limit on the number of times a person may speak
- Presiding officer does not have to leave the chair when making a motion or when participating in debate
- Motions to close or limit debate are not allowed
- Motions do not need to be seconded
- A motion can be reconsidered, regardless of when the motion was made
- A motion can be reconsidered by anyone who did not vote on the losing side (so a member who was not present can move to reconsider, so can a member who abstained)
- If the motion to reconsider is made at a later meeting, it takes a 2/3 vote

without notice, or a majority vote with notice

The fiduciary responsibility of the board is one of its greatest responsibilities. This is, of course, where the member of ASWA will shine and be looked to for her expertise.

When I think of all that there is to know about being a board member, I question how anyone could think that we would instinctively know all of it. Like any other important skill, we must train ourselves to be the best board members we can be.