



## **Dictator or Facilitator? Tips for Board Chair Excellence**

**The Board Chair has several specific and unique responsibilities, no matter what “model” of governance you follow:**

- *Official Spokesperson of the Board/organization*
- *Board Meeting Agenda setting and time management*
- *Ensuring Board has clear, timely, accurate information*
- *Ensuring constructive relationships amongst Board members*
- *Discipline of Board members (in absence of a defined mechanism)*
- *Chair of member/shareholder AGM & special meetings*

However, just like any regular Board member; the Board Chair has no authority as an individual unless conveyed upon him/her by the other Board members. This makes the role of Board Chair a ‘balancing act’, and one that can make or break the Board as an effective governing body. So, how do you see yourself as a Board Chair? Are you there to advance your own agenda/priorities/insights; or are you there to facilitate engagement, dialogue and consensus amongst Board & senior staff... or some point in between?

Often the Chair, because of longer service, experience, time, or access to more information compared to other Board members, is better prepared on almost every topic than the rest of the Board members. However, it is important to remember that ALL Board members share an equal fiduciary responsibility and potential liability for all actions taken by the Board. Thus, it is important that the Chair ensures all Board members have an opportunity to ask questions and contribute to Board dialogue, on each agenda item. In cases where the Board member is new or inexperienced in the industry, this may mean going over past discussion points or having the patience to hear similar questions to those asked previously! In the end, when moving to consensus or a vote; all Board members must be personally satisfied that due diligence has been rendered. The Chair of an NFP Board may particularly need to ensure new members fully understand the organization’s mandate, service outcomes and/or regulatory requirements.

In the following sections we will address some common elements that you as Board Chair can use to really enhance your impact and the overall Board effectiveness.

**Annual Board Calendar**      How often does your Board meet – Quarterly, Monthly?  
An Annual Board calendar identifies the key Governance dialogues and reporting expectations (Management & Board Committees) spread around the various meetings of the year.

As BEL’s “*Real Work of Governance*” model outlines, there are several key responsibilities for Board work to be addressed in an annual cycle. These include:

1. Environmental/Network Scan, resulting in Strategic Thinking about the Sustainability of the organization into the future.
2. Engagement with stakeholders, community & customers to understand reputation and uniqueness of the organization for strategic “positioning” and ongoing Relevancy.

A combination of 1 & 2 then leads to the ability of the Board to both contribute to and approve the organizational strategic plan in concert with the Sr. Executive team.

3. Oversight/Perspective/Ethical Reflection as to the performance of the organization & Management – this includes Financial, Products/ Programs/Services, achievement of Goals and Outcomes measures in Management’s Business Plan and Budget.

This then leads to establishment of Goals & Measures to be reported upon to the Board by Management. Following this, the Board can then establish the CEO’s Performance Plan as well as the Board’s Performance Plan.

4. Risk Assessment, Contingency, Management
5. Diplomacy & Influence Leverage

The Governance work of the Board may be broken out to Board Committees such as: Finance, Audit & Risk; HR/Compensation; Community/Government Relations; Governance, Development & Nomination; IT; other. However, full-Board conversations should be held at least annually in each area above. As well there should be an annual Plan + Accountability session from each Board Committee with the full Board.

**Sample Annual Calendar of a Health Board**

APRIL	MAY	JUNE	JULY
<ul style="list-style-type: none"> <li>• Year-End Review</li> <li>• Fundraising Plan</li> <li>• CEO Annual Review</li> <li>• Begin Board Recruitment</li> </ul>	<ul style="list-style-type: none"> <li>• Ethics Committee Report</li> <li>• Board Performance Review</li> </ul>	<ul style="list-style-type: none"> <li>• Approved Year-End Audited Financial Statements</li> </ul>	<ul style="list-style-type: none"> <li>• 1st Quarter Review</li> <li>• Annual Report to the Public</li> <li>• General Meeting</li> <li>• Board Member Appointment</li> </ul>
AUGUST	SEPTEMBER	OCTOBER	NOVEMBER
<ul style="list-style-type: none"> <li>• NO MEETING</li> </ul>	<ul style="list-style-type: none"> <li>• Board Policy Review</li> <li>• Strategic Plan - agree on a process for the Annual Review</li> </ul>	<ul style="list-style-type: none"> <li>• 2nd Quarter Review</li> <li>• Strat Plan/Business Plan process begins</li> <li>• Community consultation Meeting</li> </ul>	<ul style="list-style-type: none"> <li>• Annual Report/Joint Conference Meetings of Medical Staff</li> <li>• Special Strategic Plan Retreat Meeting</li> </ul>
DECEMBER	JANUARY	FEBRUARY	MARCH
<ul style="list-style-type: none"> <li>• Finalize Strategic Plan/ Update Outcomes &amp; KPI's for next year</li> <li>• Fundraising Plan</li> <li>• Provide direction to CEO for Annual Business Plan</li> </ul>	<ul style="list-style-type: none"> <li>• 3rd Quarter Review</li> <li>• Annual Review of Privileges</li> </ul>	<ul style="list-style-type: none"> <li>• Business Plan Presentation</li> <li>• Draft Budget Presentation</li> </ul>	<ul style="list-style-type: none"> <li>• Approve Business Plan &amp; Budget</li> <li>• CEO presents Performance Management Plan for upcoming year</li> </ul>

Along with an annual review of the organization’s By-Laws, Governance Policies and other constating documents; plus approval of an annual Management Business Plan, Budget and Quarterly financial/ performance reviews; these are the major Governance dialogues to plan out in advance each year and spread around the various Board meetings.

On top of these Governance conversations, the organization may have special operational or policy initiatives that require Board input or oversight. Also, there will be the audited financials review, plus the Board owes its annual accountability session with shareholders/ members at the Annual General Meeting

(AGM). An annual strategic retreat and/or Board training session may also need to be scheduled.

Committee annual “accountability” sessions, with each Board committee presenting to the Board as a whole, could include a whole-Board exploration of the issues, concerns & priorities the Committee is dealing with; a review and approval of an “Annual Committee Plan”; plus a Report on the achievements by the committee in the past year against Plan. As with Management, holding Board Committees accountable to the Board as a whole is a critical requirement.

Identifying where each of these key sessions will fit in the year’s Calendar of Board meetings is an important starting point for the Board Chair to orchestrate agreement by Board members & Management. Analysis of which conversations need in-person meetings, vs. those that can be handled in a telephone meeting are further considerations.

### **Agenda Setting**

The way the Board Chair “frame’s up” the Board meeting agenda is perhaps the single most significant contribution he/she makes. Together with the CEO, the Chair should prioritize the agenda items and identify the time to be allotted for each. There also needs to be a clear mechanism by which Board Committees or individual Board members can ask for or suggest items to be added to the agenda in advance of each meeting.

Next, the way a topic is introduced, or the way the Chair asks questions during discussion to fellow Board members, Management, guests, consultants, etc. to get dialogue underway is where the real “power” and responsibility of the Chair is truly exerted.

The way you ask questions... matters!

This is true for all Board members, but especially so for the Chair. You can form a question in a manner that focuses the Board & Management members present to move into analytical mode – delving down into details and trying to identify a single course of action. Frankly, this is rarely the job of the Board, except perhaps in a crisis situation.

On the other hand, you can ask questions in a more systems-thinking approach – opening up the Board to a more exploratory conversation of the multiple elements such as people, systems, technology, supplier and other elements involved in the organizational challenge/opportunity.

Yet another approach would be to ask Q’s/introduce the Agenda items in a manner that gets the Board to think at the “Network” level – looking at broad industry developments, demographic impacts, market trends, customer expectations changes, competitor/stakeholder shifts – such global aspects that apply to the strategic/sustainability/relevancy issue at hand.

The latter two approaches are more in keeping with Boards operating at the strategic, future-oriented, Governance level.

As the Chair of a meeting you have five key responsibilities:

1. Move through the items on the agenda within the time allotment for the meeting.
2. Achieve the Outcomes for each agenda item & meeting overall. This is actually MUCH more important than keeping to the specific item timelines; and it is the dynamic, unpredictable, judgement-rendering & skill-demanding aspect of the Chair's role. This includes allowing all Board members to address each item as appropriate. Each agenda item should be identified as: exploratory, decision-making, advisory, information, education, etc. Also as Chair, you should have a clear picture in mind of what each meeting needs to achieve, and the relative priorities of each of item, so you can balance the time and attention of the Board.
3. Bring the Board to agreement on the decisions or advancements that are in the best interest of the Corporation. Further, to clarify treatment of dialogue/decisions after the meeting (i.e. confidential, internal use only, public, etc.).
4. Identify the appropriate resources required for the Board members in advance or during the meeting.
5. Ensure engagement of all Board members during the meeting.

Structuring the actual Agenda can benefit from following some sage advice collected over the years:

- Use a "Consent Agenda" right after the Call to Order. A Consent Agenda is a process by which "regular" items that require Board approval, Committee reports, and other motions of a non-controversial nature can be passed in one sweeping process. Board members are responsible for reviewing all the items in advance, with appropriate supporting document included in the pre-meeting Board package. If there are any elements of a controversial nature or that might be of risk to the corporation, then any Board member can indicate the need to pull an item out of the consent agenda and add it to the Agenda for more fulsome discussion.
- Adjustments/Approval of the Agenda then follows the approval of the Consent Agenda items.
- Put the meeting's key Governance dialogues (per Annual Calendar) at the front-end of the Agenda. This ensures that you don't run out of time to have the important whole-Board dialogues which can only happen when the Board is together.
- Put Board Training then Management Operational Reports items later in the agenda. This way, if you do run short on time you have the actual reports in hand to refer to and the Board executive or relevant Committee can follow-up to investigate any concerns outside the meeting. (This does NOT apply to Quarterly and Annual Financial/CEO reports which are in fact important Governance items.)
- At the end of each Agenda item, before proceeding to the next, it is helpful for the Chair to remind people as to the "treatment of the last item – is it "confidential", "internal use only", "public" or some other categorization.
- In-Camera Sessions... These are discussions amongst Board members only, or Board plus CEO, or anyone else the Board invites. Technically, you can *plan* them as a regular item on the Agenda or move into one at any time in the meeting upon a motion by any Board member. Any decisions made in-camera must actually be 'motioned' and recorded in the minutes after you come out-of-Camera. More and more, Board in-camera sessions are becoming a standard Agenda item to encourage frank and open dialogue by the Board. If you place this at the start of a meeting, then staff can show up 30ins-60mins later than the Board. Start-of meeting in-camera sessions allow for the Board to address in private any questions they might have about important items coming up later in the Agenda – especially useful for new Board members. If you place the in-camera session at the end of the meeting, then

usually staff leave; however if you need to formalize through motion any decision(s) after the in-camera session, then you will have to capture these in the minutes somehow.

**Approaches to Dialogue:** As the Board attends to each Agenda item, what kind of conversation do you need to have? And, what kind of “style” does the Board want to have together? These are questions that the Board as a whole should address as new members are added or as the person in the role of Chair changes.

*Open-Forum* – in this style of conversation, the Chair allows for members to offer insight, ask questions, make suggestions (in the best interest of the corporation) and build upon other contributions in an ad-hoc manner. This requires all Board members to ‘self-police’ their contributions and ‘air time’ with their colleagues. Some members are likely to naturally be more talkative than others, depending on their thinking style, experience or expertise in the topic at hand. The role of Chair is to go with the flow, encourage some individuals and curtail others as needed.

*Taking Turns* – in this style of conversation, Board members are offered the opportunity to each speak once to the item at hand in sequence perhaps going in one direction or another around the table. Afterward, there may be additional opportunity for second contributions as time/topic allows. This approach is very valuable for the Chair/Board when there is an important issue that demands each Board member to comment or ask questions. This approach can be especially useful in certain cultural contexts or personality mixes where members don’t always take the initiative to speak and/or challenge each other.

*Brainstorming* – this style of conversation is intended to generate creativity and engagement. There is no particular value to ensuring all members to speak equally; it is about idea generation and perspective exploration in as dynamic a way as possible. That said, as Chair you do want to avoid dominance of a few individuals and encourage the quieter members to contribute, and you want to ensure “politics” are eliminated as possible.

*Problem-Solving* – there are several approaches to problem-solving dialogues including: Pareto Analysis, Matrix or Grid Analysis, Force Field Analysis, Cost-Benefit, Risk-Return, Pros-Cons, Probability & Statistical trend analysis, System modelling and Fish-Bone diagrams, Venn Diagrams and much more. Often a facilitator, either from Management or a 3<sup>rd</sup> party, can assist the Chair in such detailed dialogue approaches.

Of course, as Chair, you will want to apply the appropriate dialogue style to the different agenda items, and perhaps mix-up the styles/approaches to keep the meeting interesting and dynamic for all those in attendance. Realize too, that whether you follow Robert’s Rules, Bourinot’s Rules, Parliamentary Procedure, Islamic Rules, Aboriginal Traditional process, “Consensus” or other approaches to decision-making; *dialogue style* is different and separate from these rules/approaches.

## **Decision-Taking:**

Once it comes time to taking a decision, the Board must discipline itself; and it becomes the Chair's role to change tack and bring the Board into a process that fosters such a decision. Again, there are some different approaches in the "tool kit" of the Chair.

Very important in this aspect is to remember that EVERY Board member has the *Fiduciary Responsibility* to:

1. Act honestly and in good faith;
2. To be loyal to and act in the best interest of the corporation; and
3. To subordinate every personal interest to those of the Corporation in the avoidance of conflict of interest.

*Consensus* – With this in mind, good Governance should be marked by the ability of a Board to come to Consensus in their decision-making. If there is difficulty in reaching consensus or there is opposition to consensus, it should ONLY be because the objection is in the 'best interest of the corporation' – not due to difference of personal opinion!

"Levels of Consensus" is a useful technique in guiding a Board towards achieving consensus. For both the Chair and for self-discipline of Board members, as you switch towards the decision-taking mode, it is helpful to ask Board members to indicate where they stand on the dialogue/recommendation/proposal so far...

Level 1 (1 finger indicated) – Wholly in support of the decision proposed.

Level 2 (2 fingers shown) – Generally in support, some other preferences perhaps, but not willing to hold up the process.

Level 3 (3 fingers shown) – Still not ready to commit – either some significant questions remain unanswered, or some major concerns for the interest of the corporation remain un-addressed.

Level 4 (4 Fingers indicated) – There is real perceived risk to the corporation, to proceed in the proposed course of action or decision.

It is helpful to hear from a few Board members who are in support of the proposed course of action/proposal (Level 1 or 2); however the real need now is to hear from those at Level 3 or Level 4. The Board as a whole needs to hear and appreciate/understand the reservations or risks perceived by those members in these levels.

The Chair then needs to facilitate dialogue so that it can give better information or confidence that would move those at Level 3 to at least a level 2. Likewise, the concerns of "risk to the Corporation", needs to be addressed in a manner that could then give confidence to those at Level 4 to move to a Level 2 or Level 1.

If the Level 3 or Level 4 concerns can not be properly addressed, then perhaps actually taking a decision is a *real* Liability to the Board/corporation, and should be deferred or tabled to another time.

As Chair this is important for you to determine; however ANY Board member can ask for “tabling” of an item due to a perceived threat to the Corporation. Deferral or tabling needs to be done with the proviso that further investigation by Management and/or Board committee be done in the intervening time.

*Voting* – Taking a vote, means each Board member must commit “Yes” or “No” to the proposed decision/course of action. Most Boards will have in their Articles of Incorporation, By-Laws or Policies, what minimum vote of “Yes” is required for a decision/recommendation/proposal to be taken. However, one needs to seriously consider - what of those that vote “No”? If a Board member is really living out their fiduciary responsibility properly, and not just representing a constituency interest or personal interest; then a “No” vote is an indication that the recommended course of action is not in the best interest of the Corporation. If several members vote this way, then that means several Board members see the recommendation at hand as a fiduciary concern. Simple majority voting can pass a motion, and yet still take the Board towards serious liability.

Board members in a voting structure MUST from a fiduciary duty, vote. There is no “abstention” allowable. [The only condition under which an abstention is allowed is for a declared “conflict of interest”.]

Regardless of whether a voting mechanism is used or a consensus approach is used, the Chair must declare for the minutes, and the Board, that a proposed course of action is approved or not. If operating by Consensus, then the Chair must declare that he/she recognizes that consensus has been achieved (or not) and that the proposal is accepted. Alternatively, the vote is taken and the proposed action passes (or not).

*Motion* – Various approaches exist to making motions but basically:

1. A Board member makes/states a “Motion” for action, decision or proposal.
2. Another Board member “Seconds” the motion (or not). Some Boards require a “Secunder” in order for the motion to be properly constituted, others only require an initial Board member formulate a Motion. Once seconded, the motion belongs to the Board as a whole for discussion.
3. Next the Chair moves the Board into dialogue on/ conversation about the Motion.
4. Finally, the Chair moves the Board into Consensus mechanism or Voting, “calling the question”.
5. Declaration of whether the Motion passes or not.

Some discussion actions such as points of order, points of privilege, or points of information are non-debateable, can interrupt the above flow, and must be recognized by the Chair.

**Role of Management:**

Some Boards have the CEO as a “voting” member of the Board. In other cases, the Board has the CEO and possibly other members of Management present at Board meetings to act as resources to the Board in their dialogue and decision-making/decision-taking processes. Of course, the CEO is also there to be accountable to the Board for the operational work and progress towards goals/outcomes measures of success for the organization.

In *Governance Dialogue* – the CEO and Management resources can add insight based upon their day-to-day involvement in the business and industry, plus their personal connection with clients and/or other stakeholders.

As a result, during Governance dialogue, the Chair must make a decision whether the CEO should provide a “brief” before the Board members engage in dialogue, whether the CEO should be treated as an “equal” by the Board during their dialogue, or whether the Board members should speak first and then provide the CEO with an opportunity to speak before the transition towards the Board taking a decision. It is also helpful for the Chair to discuss this in advance of the meeting with the CEO – usually as you work together to set the Agenda and identify pre-meeting readings.

In *Operational Dialogue* – the CEO/Mgt Team member is clearly there to present and represent to the Board the operational progress of the corporation. In addition the CEO has a role to present areas of operational concern or opportunity, and to advise the Board of operational implications to the current year’s business plan/budget, plus the longer term/strategic goals and considerations.

In this case, the Chair will generally invite the CEO/Sr. Mgr to give their “brief” to the Board; then engage the Board in dialogue/questions about the presentation.

**Chair as Host, Facilitator, Director:**

Given the above, you are now in a better position to consider the real role of the Board (or Committee) Chair. Are you there as a “host” for the meeting - essentially guiding the movement through the agenda, welcoming Board members, Management and guests to the proceedings, and setting-up the various conversations?

Alternatively, the Chair can act as a facilitator – really working the participants in the meeting to achieve the “objectives” or “outcomes” of each agenda item and the meeting as a whole. The Chair may well participate in the dialogue themselves, often after others have made their contributions. Clearly however, the way the “Facilitator Chair” introduces each item, “sets-up” the dialogue, and/or asks the Question, has significant bearing on the way the conversation unfolds thereafter. The Facilitative Chair also “energizes” the Board members during dialogue, monitoring and adjusting the tempo or style of conversation, probing members,

encouraging, “reframing” the question or item, restating the outcome(s) the Board is working towards, and reminding them of their timelines for the conversation.

Instead, the “Directive Chair” has often formulated a personal clear “sense” or position on each item and transmits this to the rest of the Board as a framework for dialogue or recommendation – for others to either support or speak to alternatives. An experienced Chair, or perhaps one who is paid/volunteers to serve almost full-time in the role, generally brings this approach to advance Governance dialogue in an efficient manner. Often this has been done in consultation with the CEO in advance to ensure the Operational-Governance perspectives are presented and represented clearly towards a recommended path.

While the latter can be seen as a negative approach, it is often described as a “business-like” approach where Board Committees and/or Executive Committees have done considerable exploration & investigation in lead-up to the full Board dialogue. However, all Board members are legally equal; so overuse of this style can result in a push-back by other Board members – especially those with significant experience and independence.

**Advance Materials:**

In advance of in-person or telephone meetings, the preparation package for Board members is critical to ensuring a rich and yet also effective Governance conversation. Although often the staff, Board Secretary or CEO’s office will have considerable involvement in packaging the material and getting it out, it IS a Chair’s responsibility to ensure the right information needed by the Board is gathered together & circulated.

*Packaging & Distribution* – Today, electronic documentation and circulation to members; or the establishment of a web-portal accessible only by Board members with web-links to the materials is established.

Some Boards have in their constating documents the requirement to provide advance notice of meetings, and many will have a policy as to how long in advance of a meeting the Board package must be distributed. 10-14 days is quite common.

*Consent Agenda* – As described above, Consent Agenda items need to be packaged together in an identifiable way. Each item should have a standard cover page identifying the Item, decision to be made, plus clear statement of motion. Behind this may be required support reports, reference materials, etc. If a Board member has a question about a Consent Agenda item, they are usually expected to contact the originator of the motion – Committee Chair, Board member, or Chair for more information. This will then help them decide if they need to ask for the item to be moved onto the main agenda. Again, if such a concern is identified, it is usually advisable to contact the Chair to indicate such a concern in advance of the meeting.

*Support for new Board members or Board members with Questions –*  
New Board members are often teamed-up with an experienced Board member as Mentor and reference point. This can be helpful in-meeting to sit beside and be able to clarify unusual concepts, terminology, etc. More importantly, the new person should phone/contact their mentor in advance of the meeting if the package contains information they don't fully understand.

Otherwise experienced Board members should be encouraged to contact the author of the report or Committee members/Chair that is advancing the work if they have questions or need more information in advance of the meeting.

### **In-Person vs. Telephone Meetings**

Telephone meetings or perhaps video-conference meetings are becoming a popular approach for some meetings in the Board Annual Calendar. In reality, it is difficult to have meaningful dialogue by phone, somewhat easier by video conference, and more difficult the larger the Board and number of staff involved. Thus, the Chair has a significant role in setting up the discussion, verbalizing facilitation expectations for the group, and moving along dialogue, consensus, voting, etc.

Perhaps the most effective phone meetings are those with only a small number (2-3) agenda items and say, under 2 hrs of time. So, choose carefully which Agenda items in your Annual Calendar you will assign for in-person, vs. telephone meetings.

Also, for such meetings, the Board should have an explicit understanding and/or policy for what "silence" means – does it mean agreement? The Chair needs to work extra hard with these mediums to ensure engagement and contribution from all members during the conversations. Presentations by Management or Committees or guests, need to be relatively short, straightforward and supported by PowerPoint and/or other documentation that can be put in the hands of the participants in advance/during the meeting.

Tele-conferences are useful to initiate a subject that might be concluded in person after further research or thought. They can also be used to conclude an issue or decision fully explored in person. In addition such meetings can be used to organize, assign, and identify requirements in advance of a detailed in-person meeting.

Trust amongst Board members and Senior Management is important in general, but even moreso for impersonal phone meetings where you can't see body language. It is generally not appropriate to use telephone meetings if some level of collegiality and trust have not been previously developed through in-person and team-building initiatives.

## **Board Committees**

Board Committees can be used to break down the work of the Board into more manageable chunks. It is important to ensure that Board committees are doing Governance work, and not delving into day-to-day Management work. As such, the Chair should ensure that each Committee has a clear Terms of Reference document. It is becoming increasingly appropriate for each Committee to also develop an Annual Plan for their committee work at their first meeting of each year.

One of the important responsibilities of the Chair is to populate the various Board Committees with members competent to do the work of the Committee. It is also useful for the Chair to ensure the Committee Chair is capable to carry out their leadership role. Some Committees may appropriately recruit non-Board members to assist in the work and also serve as a ‘training ground’ for future Board members. Common Governance Committees include:

- Finance, Audit & Risk Committee
- Governance, Nominations & Board Development Committee
- HR & Compensation Committee
- IT Committee
- Community Engagement/Government Relations Committee
- Executive Committee
- Awards Committee
- Research Committee

The use of a “Competency Grid”, whereby each Board member outlines their skills, knowledge and experience, can be an effective tool to assist the Chair and fellow Board members to see where they can best assist the organization in their Committee work.

How will you “manage” the Governance Committees – ensuring they are dealing with appropriate matters, have appropriate priorities, and are achieving impact/results from their efforts? In some cases, because the Board Chair has a heavy duty for attending corporate events or presence with key stakeholders, the Vice Chair can carry out the role of Managing the Committee Chairs, advising/supporting the Committee Chairs as appropriate and ensuring receipt of Committee reports, motions for upcoming Board meetings and more. This is becoming a significant valuable role for the otherwise generally invisible Vice Chair.

## **Committee Reports and Recommendations to Board**

Board Committees are used to divide up the Governance work of the Board and/or to advance more detailed understanding, investigate, study And/or prepare options for consideration by the whole. As such, few if any decisions can be taken by a Board Committee. Instead, a Committee needs to bring forward a brief and recommendations to the Board as a whole to discuss and make a final decision – by vote or consensus.

Simple reports of Committee meetings, summarizing their work or explorations are quite appropriate for Consent Agenda items.

Once a brief or recommendation for decision is to be advanced to the whole Board by a Committee however; it should clearly outline:

- under which Strategic Goal or initiative the works fits,
- Outcomes to be achieved by the decision,
- potential benefit/threat to the organization,
- investment required, return potential, costs, and/or risk involved,
- how the recommendation stacks up against other priorities,
- timeframe for implementation, and/or
- policy, stakeholder, shareholder/member implications.

Some Boards have implemented a “motion” outline for all such items that come to the full Board.

From the perspective of Board members not involved in Committee deliberations, it should be clear that thorough exploration & thought has been given, and/or experts consulted. There should generally be options presented, with some pros/cons indication for each, and a recommendation and rationale for the recommendations. Perhaps two or three key questions for whole Board dialogue can be posed in the brief for other Board members to consider in advance of the full dialogue.

In Committee, it is rarely required that you follow Rules of Order or have motions, seconding, etc.! First, the committee is in existence to do work, not waste time on procedural tie-ups. Second, as mentioned previously, rarely can a Committee commit the organization or whole Board to a course of action and monetary expenditure. Only the full Board has such authority unless clearly delegated by Motion or a clear Committee TOR & approved Budget component. So together, definitely explore, investigate, draft documents/policy/ descriptions, and outline options or recommendations – do *real* value-creation work of a governance nature!

## **Discipline of Board Members**

Discipline of a Board member is not done for simple difference of position or opinion. Discipline is required when an individual flagrantly goes beyond their authority, breaks confidentiality, repeatedly avoids fiduciary/trustee duty and votes on personal factors rather than corporate factors, misses meetings, shows no/poor preparation for meetings, acts out publicly, and/or fails to avoid/declare conflict of interest.

Of course, this is one of the least enjoyable components of the Chair’s role! But, it is sometimes necessary, and critical to be handled properly and expediently.

The approach to discipline is the same as for an employee in an organization – the Constructive Discipline approach:

1. Verbal warning (given by Chair to Bd member in a private meeting) and noted into a file by the Chair. If possible it is always good to have a 3<sup>rd</sup> person involved, perhaps the Vice-Chair.
2. Written Warning (Given by Chair to Bd. Members in a private meeting with a 3<sup>rd</sup> person there; and written letter filed in the Board's proceedings file. Letter should clearly state the new behaviour required and a deadline for evidence of the new behaviour.
3. Disciplinary action and Written Indication.

In the final case, there are various options for discipline:

- Censure – the members is not recognized by the Chair to speak to items at the Board table.
- Removal from the Board – basically the person is “fired” and not welcome at meetings, no travel or honorariums paid, etc. (There may well exist the need for an appointing body or constituency to re-appoint an alternate member.)
- Removal from leadership role(s) such as a Committee Chair position or public speaking/visitation.

In most cases, there is a Board Policy or Code of Conduct clause on how a Board member is disciplined. It may call for a small number of Board members to get involved as an ad hoc Discipline Committee. Also, Board members can ask the Chair for a point of order in a meeting; and make a motion for censure or discipline. (A Point of Order can involve dialogue, but not a vote - it requires the Chair to rule.)

### **Annual General & Special Meetings**

The Annual General meeting of shareholders or members is not a Board meeting. It is a meeting of the key “owners” of the corporation, at which the Board Chair is expected to manage the meeting. Whether the number of “owners” is small or large, it is important to realize that this is a very different kind of meeting to that of a Board meeting.

At AGM's and Special Meetings, the Board is being held accountable to the shareholders/members for their actions/decision to date. It is important for the Chair and Board members to adopt an appropriate tone and approach to reflect this accountability. There also may be a decision of such significance that the members must be consulted or vote upon. This may include adjustments to Articles of Incorporation, By-Laws, and more.

Usually the Agenda is prepared well in advance, as are the presentations, Motions, and the co-ordination of Mover/Seconders.

If motions/proceedings do come from the floor then the Chair will usually use Robert's Rules of Order (or other) to handle the affairs. Presumably there is some mechanism to identify individuals that are duly qualified Shareholders or Members, and thus able to speak, motion, vote, etc.

Finally, the Corporation's Articles of Incorporation or By-Laws will stipulate the advance notice required to members in advance of the

Annual/Special meeting; advance notice for Motions, etc. It is important for the Board Chair to ensure Management meets these deadlines so that the meeting is duly constituted. Often, Board members and the Chair do not have a vote at AGM's and Special Meetings, except that the Chair may be given the responsibility to cast a vote to break a tie-vote situation.

There is much more to being an effective Chair than can be covered in a brief article. However, hopefully the above elements will give you a good reference point or identify areas for you to explore further. Before taking on a Chair role, it is helpful to gain experience on Boards and observe other Chairs – their good and not-so-good approaches. As a “new” Chair it is useful to be able to access an experienced Chair prior to your first meeting, and also develop a rapport with your Board member colleagues so you can adapt to the change together in a positive and fun manner. While it is a serious responsibility to be a Board Chair, you *can* also have some fun and help others on the Board to enjoy the experience as well!

### Exploring the Web!

This month, the connections below take you to sites with more perspectives on being a Board Chair.

<http://en.wikipedia.org/wiki/Chairman>

Wikipedia Summary

<http://www.brodyweiser.com/pdf/boardchair.pdf>

A fun little booklet on the Anatomy of a Board Chair.

<http://www.boardsource.org/Spotlight.asp?ID=116.404>

BoardSource: 10 Essential Responsibilities of Foundation Chairs

[http://www.regent.edu/acad/global/publications/ijsl/new/vol3iss1/gabrielsson/GabrielssonHuseMinichill\\_IJLS\\_V3Is1.pdf](http://www.regent.edu/acad/global/publications/ijsl/new/vol3iss1/gabrielsson/GabrielssonHuseMinichill_IJLS_V3Is1.pdf)

International Journal of Leadership Studies – The Leadership Role of Board Chairperson

<http://managementhelp.org/boards/boards.htm>

Complete Toolkit for Boards

### Quotable Quotes:

Drucker on Management:

***“It is not enough for a business to do well; it must also do good.***

***But, in order to do good, a business must first do well.”***

Peter F. Drucker, 1989; from *The Daily Drucker*

On Governance:

***“You start the game of life with a full pot of luck and an empty pot of experience. The object is to fill the pot of experience before you empty the pot of luck.”***

Life Lessons from a Board Chairman

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Banff Executive Leadership Inc. offers public and customized programming to improve Board Governance and Executive Leadership Practices. We also provide coaching and consulting services to Boards and Executives to help enhance their leadership practices. Please contact us if we can be of further assistance.  
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