RCH CAE
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Most Common Board Questions

The three most common questions about boards of directors. Often they are asked by executive directors who want their boards to perform at a higher level with improved outcomes.

- What **size** should the board be?
- **How often** should the board meet?
- What about **ex-officio members** of the board?
- How do I help the board **chair improve skills**?

Use these article to serve as an "outside "authority" to answer the questions and start a conversation with the volunteer leaders.

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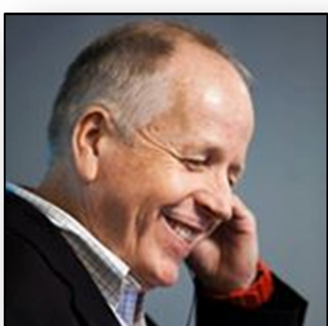

Note: It is OK to adapt, copy, share and/or publish these articles or the entire package as a resource to support *director and board continuous improvement*. Governance and strategy tips and tools are available at www.nonprofitcenter.com. (Bob Harris, CAE; bob@rchcae.com)

Unique Positions on the Board

Bob Harris, CAE and Lisa Weitzel, IOM, CAE

Association and chamber boards try to be inclusive. They add positions to the board in hopes of gaining insights from as many people as possible.

The positions are identified in the bylaws as emeritus, ex-official and public official. Let's call them ***unique positions*** for the purpose of this article:

> **Emeritus Director** – A person is recognized for an achievement such as retirement, thus the title of emeritus conferred. The intent is to recognize the person and add stature to the board.
>
> **Ex-Officio** – A person on the board who is there by virtue of holding another position. For example, a chamber may add the director of the economic development council as a part of its leadership team. Or the chief paid officer (executive director) may have a seat on the board as an ex-officio, with or without a vote as dictated by the bylaws.
>
> **Public Official** – A person who holds office, whether elected or appointed, paid or unpaid, that is required to comply with ethics requirement and laws. For instance, asking the mayor's office to serve on the board would be adding a public official.
>
> **Past Presidents** – Most boards include the immediate past chief elected officer as a voting member for a single term. A few organizations include all past presidents on the board perpetually. For example, these bylaws read: "All past presidents shall be ex-officio members of the board and shall have a vote."

Causing Confusion

The effort to be inclusive by adding unique positions to the board can cause confusion.

For example, do the positions have a vote? Are they liable for actions of the organization? Should they be covered by D & O insurance? Are their names submitted on IRS Form 990 as part of the governing body?

Interestingly, the State of California enacted a law in 2015 that non-voting members of the board are positions that may not exist. Board members, or directors, as they are termed in the law, each have one vote on any matter presented to the board for action.

Thus, in California any person entitled to attend board meetings without a vote is not a board member at all**,** even if your bylaws specify so. Canada adopted a similar law.

Personal Experience

Before I became the CEO at the Illinois Association of Chamber Executives, I was a member of an Illinois local board of education. We often discussed legal considerations and received briefings on conflicts and public records.

Many public officials are asked to serve on a private sector boards, for example a charity, chamber or association. Could conflicts of interest arise? Where will the loyalty lie?

Foremost, I knew my loyalty was to the Ball-Chatham school board and its stakeholders. Concurrently serving on public and private boards would have been very difficult for me. Accordingly, after my election, I chose to resign from a private board on which I served.

The Challenges

There are many considerations to inviting public officials, ex-officios and emeritus directors on the board.

Discussions – Does having public officials on the board change the dynamics of discussions and votes? For example, if a chamber wants to support a pro-business candidate and the mayor's office is present and opposes, the discussion may be squelched.

Public Records – Communications with public officials may transform private documents into public record. While the private organization has very limited public records, mostly related to the IRS, distributing information to a public official may open communications and documents to the public. Their position may be subject to open records, government in the sunshine and freedom of information (FOIA) laws.

Use this example from a county government website to realize how communications with public officials might impact the association or chamber**: "Communications with county officials are subject to the public records laws of the State of Florida," and "E-**mail addresses are public records. If you do not want your e-mail address released in response to a public records request, do not send electronic mail to this entity."

Conflicts of Interest - It is reasonable to expect that a public official will be conflicted in support of their own entity. Conflicts must regularly be disclosed. The unique positions may have their own loyalties. Of course the members of a board must be loyal to the mission associated with the chamber or association.

Liability – Is it clear that the unique positions will have liability for decisions and actions of the organization? Should they and can they be covered by D and O insurance (directors and officers). Do past presidents, ex-officios, emeritus and public officials recognize any organization can be sued and they could be included in the suit. Do they have the same rights to indemnification?

Orientation – Private organizations conduct on-boarding so that all directors understand governance roles and responsibilities. Should it be required that all unique positions attend an orientation?

Reporting – One reason for including unique positions on the board is to benefit from their knowledge. During the meeting they are called on to report and update. Thus, they must sit through the entire meeting. It is possible to ask them to provide a report without asking them to join the board. Many would prefer to send a report or offer a 10-minute recap than to stay through a meeting.

Quorum – A quorum is usually defined at 50 percent of the board to conduct business. Are the ex-officios, emeritus, past presidents and public officials a part of the quorum count?

Voting – Do the unique positions have a vote? Voting rights will be prescribed in the bylaws. It has been observed even when an ex-officio has no vote, when the chair calls for a vote, *everybody* in the room has participated.

These considerations may persuade an organization to review their bylaws regarding board composition. Are there other ways to engage unique positions without adding more seats to the board table?

When considering these aspects, be sure to rely on legal, accounting and insurance counsel.

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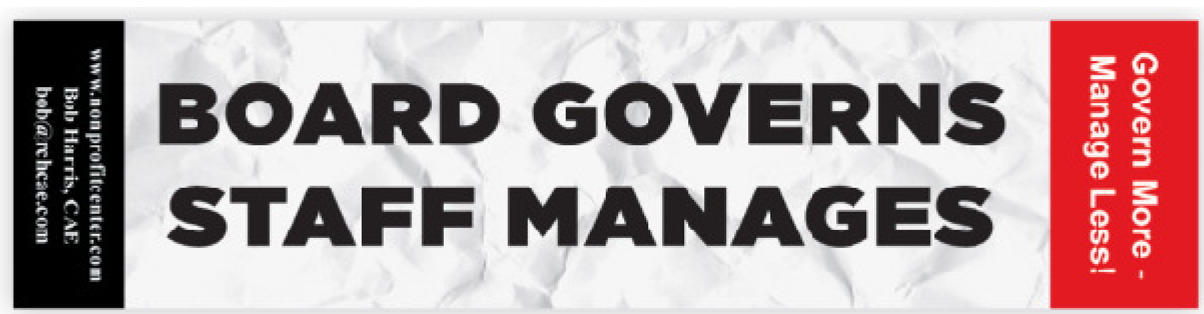
Note: Lisa Weitzel, IOM, CAE, is president of the Illinois Association of Chamber of Commerce Executives (IACCE). Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com.



Size Matters

The Average Board is 15 Persons.

The board table was set for 30. At each director's place there was a board packet and name tent card.

When the meeting convened there were 12 empty seats. Nearly half of the directors did not show up. They addressed the problem by reducing the size of a quorum from 50 to 40 percent or only 12 people.

In a different scenario an association rented the convention center for the board meeting. The directors numbered more than 200.

Prior to gaveling the meeting to order directors stopped by a "registration desk" where they showed a photo ID to receive their board packet and voting device.

Board members were seated classroom style in wide and deep rows. It would be impossible to set an open-U conducive to meaningful discussions.

Governance Efficiency

What matters most about board size is governance efficiency and producing desired results.

Large boards are rich with ideas and volunteers. Some organizations build their board on the philosophy of "Time, Talent and Treasure" to harness the resources of directors. My preference is to build a board based on competency and efficiency.

A large board requires more staff support. Logistics include distribution of materials, meal guarantees, travel costs, room setup, audio visual equipment and voting devices.

Members of big boards may feel the need to politic or form voting blocs in advance of the meeting because it is hard to build consensus during the meeting. A large board usually delegates authority to or relies on an executive committee.

A small board may be efficient but it too has drawbacks. There are fewer directors to call into service or ask for resources.

Smaller boards are easier to administer and orient. There may be no need for an executive committee because calling an emergency meeting electronically or in person is easy.

Regulations

The IRS addresses board size: "Very small or very large boards may not adequately serve the needs of the organization.   Small boards run the risk of not representing (members)….or lacking the required skills and other resources to effectively govern the organization."

"On the other hand, very large boards may have a more difficult time getting down to business and making decisions. If an organization's governing board is large, the organization may want to establish an executive committee with delegated responsibilities…."

At the state level associations are regulated by corporate statutes.   Most states require only 1 to 3 directors on a board of directors.

Influences on Size

Board expansion is affected by many factors.

Influences on size include complexity of the organization, history, culture, requirements of the governing documents, state law, anticipated workload, strategic plan, size and diversity of the membership.

Expansion of the group is influenced by precedents ("we've always done it this way"), culture (distrust) and even misunderstandings. For example one might hear, "Board service is an honor so it should be conferred on as many members as possible."

Boards may grow because chapters want a "voice." Some believe the larger the chapter the more directors they deserve. I would ask, "Isn't that a role one person could manage?"

Size increases innocently with best intentions by adding student seats, special interests, keeping the past presidents on, and including ex-officio positions.

I respect large boards that can get the job done. I admire complex associations able to govern with a small board meeting less than four times a year.

Director Satisfaction

"What size should my board be," is a frequent question.

Referencing the national support organization, BoardSource, the average board size is16 members, with a median of 15. A 2010 survey found that organizations with budgets of $10 million or more have an average of 18. Those with less than $1 million typically have 14.

I find 20 or more to be nearly unwieldy. In large boards, directors struggle to be recognized or lose attention waiting to be heard.   I agree with BoardSource, 15 directors is ideal.   For strategic discussions, 11 to 15 people allows for prudent decision making.

In an assignment in Amman, Jordan, I explained the average size of US boards is 15 directors.   The CEO of the Jordanian Logistics Association responded, “We consider 15 to be a crowd.” JTA’s board is just 9 directors.

In the report *Assessing Board Performance* by BoardSource and the ASAE Foundation, they correlate board size and director satisfaction. Dissatisfaction doubles when the board has more than 20 members.

“A majority of the smallest boards, those with 13 or fewer members, report they are ‘very satisfied’ with the level of commitment.”

Volunteer service should be a positive experience. Directors will not last long if they feel they have no voice or cannot have an impact.

Relevance

Some members question the politics or bureaucracy of boards. “Are they being transparent? Why are decisions so slow? Does the board really represent the membership?”

Most members simply want a fair return on investment for dues paid.

In the book *Race for Relevance* by Harrison Coerver and Mary Byers they recommend significantly smaller boards. They profess governance should be efficient and cut out waste and politics. They prefer a 5 member board based on competency.

The authors argue against larger boards, especially those built on representing special interests, membership segments and geography. Governance is about advancing the mission, not representing subgroups.

Summary

This is an important topic. Organizations have their own valid reasons for board size.

Many have expressed a desire to downsize. But as one elected president said, “Some of our directors feel threatened when we talk about board size.”

I say the size of the board should reflect governance efficiency and effectiveness to advance the mission and serve the members.

Start the process with an exploratory conversation. Leave out the personalities or names --- we are talking about governance seats not people. Focus on good governance.

The next step is to appoint a Governance Efficiency Task Force to make recommendations and a plan.

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Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com.

Who Votes on the Board?

Ex Officio Directors Losing Favor

When the society's board meeting was called to order a representative of the college's Office of the Dean attended. According to the bylaws the dean was an "ex officio" member.

Regrettably, the dean seldom showed up, preferring to send a staff person who would report and then sit through the duration of the meeting.

The organization's bylaws indicate 18 directors on the board, three of which are ex-officio. The rationale was that it would be good to exchange information with these important stakeholders.

An ex officio is a person who is on the board by virtue of a title or position the individual holds, for example the past president(s) or executive director. Chambers of commerce often designate representatives of the mayor's office, newspaper, economic development and lawmakers as ex officio directors.

It is a misconception to believe ex officio directors do not have a vote. It varies by organization and will be prescribed in the bylaws.

Effecting the Conversation

The board of directors is responsible for the organization. To perform their duties they are expected to hold candid deliberations.

Consider the effect guests, observers and ex officios have on conversations. For instance, the society's agenda includes a discussion about whether or not to continue a partnership with the college for the annual conference. When the dean's representative sits in as an ex officio director the conversation may be less than candid.

Executive Session or Conflict of Interest

Many boards don't know what to do in an awkward situation. They hold a polite conversation and dance around the issues --- fearing they will offend ex officio members and guests.

Convening an executive session by asking guests to leave the meeting is one way to facilitate frank discussion. Yet it is not likely that the directors would call for a closed door session to exclude ex officio positions because they are identified in the bylaws as a part of the board.

The chair might identify a potential conflict of interest and ask the ex officio to withhold his vote, or excuse him from the discussion. That too can be sensitive.

Important Information

An alternative to naming ex officio board members would be to invite stakeholders to provide reports at the start or before the meeting is convened. After presentations they can be excused.

Written reports can be provided to the board in advance without the need for in-person attendance. Finally, guests could join a portion of meeting by conference call. The intent is to respect stakeholders' time, exchange vital information, and to allow for candid conversations amongst the board.

Banning Ex Officio Directors

The government needs to know *who* is responsible for the corporation. The trend is to identify directors as those persons having a vote; others attending are viewed observers and guests.

Effective in 2015 California's non-profit statute was amended to ban ex officio members or require that all members of the board have a vote. Canada did similar to it's Not for Profit Corporation Act in 2014.

Whether it be at a board meeting or strategic planning retreat, when non board members and guests are invited, I find they can be full of "good ideas." But they seldom have the authority, knowledge or interest in carrying out their ideas.

The conversation has begun on the merits of ex officio directors. Open a dialog with your board about its composition and the impact of nonvoting persons in attendance.

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MISSION DRIVEN MEMBER FOCUSED

Build Confidence in the Board Chair

15 Tips to Help the Chief Elected Officer

Before the first meeting the incoming board chair confessed to the executive director, “I don’t feel confident about my boardroom skills. I’m nervous. What can I do to improve my competency?”

It’s a fair question. It is better to be honest than to fake confidence that will quickly be recognized by the rest of the board.

“It’s a concern that an incoming chair relies too heavily on the staff, either because they don’t accept their responsibility, are unsure of their roles, or they believe the staff can do everything. It requires a balanced partnership and the confidence of the chair,” said Lisa Workman, the president and CEO at the Fergus Falls Area Chamber of Commerce in Minnesota.

Try these ideas to instill confidence and find the balance between the elected chair and paid CEO.

1. **Leadership Training** – Enroll in a leadership training course for the elected chair and executive director. The course allows for knowledge development and building a partnership.

2. **Books** – An executive director may have books to guide the chair. For example, a copy of *Good to Great* will explain the importance of mission and “who is on the bus” and in what seats. *The Perfect Board* offers vignettes on how a good board operates. Organizations such as BoardSource, ASAE and ACCE provide resources.

3. **Professional Counsel** – There may be areas in which the chair wants to call in professional help. Use the counsel of an attorney, CPA, parliamentarian or insurance consultant to answer questions and improve confidence.

4. **Orientation** – Whether or not the board thinks they need it, it is important to provide an annual orientation. Directors should be refreshed on topics such as rules of order, finances and the strategic plan. They benefit from an update of the governing documents, board protocols and their duties. A comprehensive orientation adds confidence to everyone on the board.

5. **Agenda Development** – The chair and executive director should collaborate on creating the meeting agenda. Use the time to improve understanding of the desired vision and outcomes for meetings and the organization.

6. **Boardroom Seating** – Who sits next to the chair can have an influence. Avoid persons who cause distractions. The vice chair may be a good table partner or the executive director can offer cues for chairing the meeting.

7. **Meeting Scripts** – A script with some prompts of what and when to say it can be useful. Wean the chair off the need for staff-developed scripts as they gain experience.

8. **Parliamentary Procedure** – Rules of order can be awkward. There are books and cheat sheets to make rules easy to understand and apply, especially *Robert's Rule of Order for Dummies* or *A-B-Cs of Parliamentary Procedure.*

9. **Call on Counterparts** – The chair can reach out to leaders in allied organizations. For example a state association, has 49 other state peers who might share tips to build confidence. A local chamber has regional organizations who are happy to answer questions.

10. **Board Meeting Debriefings** – After the board adjourns hang back a few minutes to ask, "How'd you think the meeting went?" Compare notes on what occurred and how to make enhancements for the next meeting. Ideas could include seating arrangement, agenda style, handouts and reports, etc.

11. **Soft Skills Development** – Not all fears come from governance, board meetings and rules of order. Soft skills have an influence, too. Identify weaknesses to get soft-skills training, for instance reading body language, building consensus and handling conflict.

12. **Past Leaders' Support** – Invite some past chairs to mentor the new board chair. Their experience, tips and encouragement can heighten confidence.

13. **Delegation** – The chair may feel pressure to achieve significant results. Officers and other directors are there to help and accept responsibilities.

14. **Strategic Map** – The strategic plan is the roadmap. A frequent question by the board chair should be, "How does this advance our strategic plan?" Transform the strategic plan into a form for easy reference, for example a one-page placemat format at the board table.

15. **Have Fun** – Governance sounds serious, but the directors are volunteers. Take time to have fun, schedule breaks, and celebrate big and small achievements.

Save 200 Hours on Board Meetings

Monthly Board Meetings

Are board meetings depleting association resources and staff time? The culprit may be meeting frequency.

Most boards convene quarterly. A few govern only three times a year. Others gather as frequently as monthly.

The most common reason given for meeting often is, "We've always done it this way."

Other rationales: "We like each other and the meeting facilitates the board's networking." And, "If we don't meet monthly the directors will forget what we are working on."

Do the Math

Directors may not realize the impact on staff time.

Assume planning a meeting takes a day of staff time, add the actual meeting time, and then the time needed to wrap up with minutes and follow through.

Meeting monthly can require nearly 200 hours of staff time, annually.

Add to that an executive committee that convenes in between meetings of the board. That can add another 12 meetings for staff to manage.

If there is a subsidiary foundation or PAC, those too require staff time. And many bylaws indicate the executive director or staff must attend every committee meeting.

Before, During and After

Analyze the impact of convening the board in three phases: before, during and after.

Planning requires agenda development in discussions between the chief elected officer and executive director. With the agenda, supportive items must be prepared and distributed. Committees and staff will be asked to submit reports.

Logistics include determining if a quorum will be present. Many meetings include a food and snacks. Copies have to be made. Possibly a hard-copy agenda and board packet is prepared for every director.

Then there is time scheduled for the actual meeting. Add to that the time that directors spend at the office for friendly chats with the CEO or staff. ("While I was here I wanted to ask some questions and get your help.")

After the meeting, minutes must be prepared and distributed. Tasks will be assigned, tracked and reminders issued. In reality, the wrap up can take more time than the board meeting itself.

Work Life Balance

At AIA Columbus the executive director, Elizabeth Krile, CAE, explains how and why their association transitioned from monthly to bi-monthly meetings.

In 2018, a strategic goal of the board was to increase board engagement. Leadership felt the meetings were too long and “boring” as directors read their committee reports.

Most of the meetings had one action item, approval of the minutes. Meetings lacked robust discussions—and this was happening every month, giving board members a less than stellar volunteer experience.

It was clear the agenda needed to be restructured, but it was not until we reviewed the AIA membership survey results did we realize we might be meeting too often. A clear theme in the survey was the desire for work-life balance.

We were expecting board members to meet every month, plus attend monthly lectures, committee meetings, continuing education programs, and executive committee meetings if an officer. We were burning out our board members and, once again, giving them an unsatisfactory experience. It was too much

Although there was a desire to change, there was the issue of tradition. The board had met monthly for decades. This alone was a challenge, but through the strong leadership of the president and officers, we “piloted” a bi-monthly meeting schedule in 2018 that continues today.

With a combination of a restructured agenda and a bi-monthly schedule, meetings are now focused on higher-level strategic issues. Directors are fully engaged and energized at the meetings.

So far, the feedback has been extremely positive. Although we continue to “tweak” the schedule, I believe we will not return to the monthly meetings any time soon.

Summary

Be analytical about the time and costs associated with board meetings. Does the return on investment and outcomes merit monthly meetings?

If in doubt, read the last few sets of meeting minutes to determine what significant results occurred. Do results advance the mission and strategic plan? Many board meetings are called to read and listen to reports.

Can an agenda be created to cover necessary items for 60 to 90 days, eliminating the need for convening every 30 days? Can the same amount of work be accomplished by convening less often?

Discuss the frequency with officers and directors. The savings for staff and directors can be significant. If the trial doesn't work after a year, then return to monthly meetings.

For most associations, if there is work to be done between meetings of the board, the executive committee can be convened. Or through technology, a conference call can be made to get the board's input and consensus.

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Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com. Thanks to Elizabeth Krile, CAE, executive director of AIA Columbus in Ohio for sharing her board's transition.

Board Meeting Frequency

Most Boards Meet Quarterly.

Association executives often ask, “How frequently should the board meet?” The best answer is, “When there is a reason to convene for the purpose of governance.”

The majority of boards meet quarterly. It is ironic that some of America’s largest associations get the job done by convening only three times a year.

Inversely smaller associations and chambers find a need to meet monthly or bi-monthly. Why do organizations with small budgets, fewer members or less programs need to meet more frequently?

“Don’t be afraid to broach the subject of migrating to quarterly meetings,” says Steve Christian, President, Greater Chambersburg Chamber of Commerce.

“We recently added it to our annual planning session, and initially staff had a lot of anxiety over having the issue placed on the agenda at all. Concerned that it may be perceived as diminishing the role of our board, and changing a decades-old tradition. We were pleasantly surprised at how well it was received by our board members, and the change was approved with minimal debate. This frees up staff time to focus on executing our mission and serving our members.”

Problems

Meet too often and complications arise, including wasted time, micromanagement and a lack of quorums. Here are the symptoms:

Always Done it this Way – We have met monthly for decades. “If we don’t have meet often we forget about the projects and our responsibilities. We enjoy the camaraderie.”

Top Brass – Boards want to attract senior decision makers. Monthly meetings, coupled with the duties of chairing committees and attending events, may limit top echelon directors from volunteering. They delegate the opportunity to underlings.

Management – Meetings require staffing. Supporting the board is a key function, including meeting preparation, attendance and wrap up. They invest a lot of time on agenda preparation, distributing reports, meeting attendance, room set-up and meeting minutes.

Socializing – Some directors like the meetings for socializing, seeing friends and exchanging information; not for governance.

Micromanagement – When the board meet without a purpose directors may busy themselves with committee work and micromanagement of staff. Remember the adage, “Directors don’t do committee work at the board table.” Similarly the board should not tackle administrative details.

Solutions

The transition from monthly to quarterly meetings should not be difficult if approached rationally. A few members will grieve about the change but most adjust.

Technology – There are tech tools allowing for notice, on-line meetings, document collaboration, and voting. While in-person meetings are probably best, use technology to streamline governance.

Executive Committee – If the bylaws allow, convene the executive officers instead of the whole board. They may have authority to make decisions in between meetings of the full board.

Agenda Design – Is the agenda designed to carry the organization forward just 30 or 60 days? Craft an agenda that works for 90 days. If an issue arises, the board can meet by conference call or rely on the executive committee.

Orientation – Directors should fully understand the purpose of board meetings and their responsibilities. When they realize their roles, they may agree to meet only as needed. It would be wrong to have directors think the meeting is a time for socializing and lunch.

Postponement – If there is no pressing issue, nor a good reason to meet, postpone the meeting. By calling for input into the agenda, if none is received it may be a sign that the meeting can be postponed. Nobody will be upset about getting more time in their life because a meeting was cancelled.

Find a compromise between the state requirement to meet one time a year, to overdoing it with 12 board meetings a year. When suggesting change, rely on the governing documents, efficient practices, resource management, precedents and culture to determine what works best for the organization.

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