



Disclaimer

Please understand that the purpose of this presentation and handout is educational. Nothing in either should be construed as specific legal advice for a particular situation. Sound legal advice requires an understanding of all the facts of a particular situation, something that cannot occur in an educational setting.



Key Legal Terms

- **TORT** A civil wrong other than a breach of contract. Suffering a loss or harm by another persons actions.
- **STRICT LIABILITY** Automatically imposed when harm results from activities that are useful or necessary.
- **NEGLIGENCE** Doing something out of normal procedures.



MALFEASANCE

Contrary to Law

MISFEASANCE

The wrongful performance of a normally lawful act.

NONFEASANCE

Omission of some act which ought to have been performed.



Synergy



The ability of the team to achieve an effect that is more than the sum of the team members' individual efforts





- The characteristics of the Director's leadership style directly influences the inner-relationship of the Board and their ability to develop unity with the Director.



Forging Group Leadership



"The power of the Board lies in its *collective wisdom*, which is released only when the Board functions as a *collective body*."

-Ram Charan



All Board Authority Delegated to Staff is Delegated Through the Director



- The Board will direct the Director to achieve certain results for certain recipients, at a certain cost through the establishment of policies.
- As long as the Director uses any reasonable interpretation of the Board's policies, the Director is authorized to establish all further policies, make decisions, take action and develop activities.





- The Board may change its policies. By doing so, the Board changes the latitude given to the Director.
- So long as the delegation process is in place, the Board will respect and support the Director's choices.
- Only decisions of the Board acting as a body are binding upon the Director.





- Decisions or instructions of individual Board members are not binding on the Director except in rare circumstances when the Board has specifically authorized such authority.
- In the case of Board members or committees requesting information or assistance without Board authorization, the Director can refuse such requests.



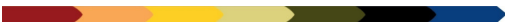


Deliberate in Many Voices, but Govern in One



- Outward vision rather than internal preoccupation.
- Strategic leadership more than administrative detail.
- Clear distinction of Board and Director roles.





- Cultivate a sense of group responsibility.
- Direct, control and inspire the organization through the careful establishment of Broad written policies reflecting the Board's values and perspectives.
- Enforce upon itself whatever discipline is needed to govern with excellence.



The Board Has A Right To Expect That The Director/Chair:

- Will be supportive of Board decisions, even those with which he/she personally does not agree.
- Will respect privileged communications.
- Will be the chief motivator for solid, constructive and creative employee performance.



The Board Has A Right To Expect That The Director/Chair:

- Will not take disagreements as a personal affront; after all, it is possible to disagree without being disagreeable.
- Will be opened-minded and receptive to suggestions concerning ideas to improve the organization's operation, even if some of the suggestions are personal.
- Will exercise considerable self-control in difficult situations.



“TRUST IS THE KEY TO GOOD COMMUNICATION”





- Will protect the Board against unfair and unfounded criticism.
- Will conduct all official business with the Board as a whole and not with portions of the Board or individual Board members.
- Will be willing to share credit with others for accomplishments and not always pass the "good" back to himself/herself while trying to blame others for ventures not so successful.
- Will never allow the Board to be caught off guard or surprised.



What A Director is to Expect From the Board



- TRUST, CONFIDENCE
As long as he/she is Director, the Chief Executive Officer has a right to expect the trust and confidence of the Board/
- CHIEF COMMUNICATOR
The Director has a right to expect to be the chief spokesman.
- JOB EVALUATION
The Director has a right to expect that his/her Board will evaluate his/her efforts in an open, eyeball-to-eyeball manner at least once every years. However, it probably isn't fair to do this in an "after-the-fact" situation.



What a Director is to Expect From the Board



- ROLE, RELATIONSHIP
The Director has a right to expect that his/her Board will seek to reach an agreement with him on the 2 R's. Both the Director's role and his/her relationship to the Board should be spelled out.
- FROG-MINDED
Some Board members are frog-minded – that is they jump to conclusions. The Director has a right to expect Board members to take time and create the opportunity to discover and weigh all the facts. After all, "adoption without adaptation is a recipe for disaster."





▪ **INSTANT EXPERTS**

Heaven save the Director from the “instant expert” Board member. The Director actually has a right to expect Board members will not pretend to know all the answers, that they will admit they don’t know, and will proceed to gather all the necessary information.

▪ **HOMEWORK**

The Director has a right to anticipate his/her Board members will study and become familiar with current issues and philosophies.





▪ **ETHICS**

A Director has the right to expect that his/her Board will adhere to the highest standards of ethical behavior.

▪ **REALISM**

The Director should also expect Board members to be realistic as they approach the job of solving the major concerns of the organization.

▪ **NO SURPRISES**

Last, but not least, the Director should not be surprised at Board meetings by resolutions, topics, issues, etc., presented by Board members without his/her prior knowledge.



**“DON’T BE OVERLY AGGRESSIVE
BECAUSE THE OBJECT IS TO REDUCE
CONFLICT, NOT TO WIDEN THE GAP.”**



Leadership Team Roles

Boards

- GOVERNS (Guides, directs)
- Decides WHAT
- Requests Information
- Considers Issues
- Creates, reviews, adapts policy
- Approves & reviews plans
- Monitors progress
- Contracts with personnel
- Approves evaluation criteria & procedures
- Approves and reviews budget

Director

- MANAGES (Administers, operates)
- Decides HOW
- Seeks and provides information
- Provides recommendations
- Recommends and carries out policy
- Implements plans
- Reports progress
- Supervises hiring process and practices
- Supervises and evaluates personnel
- Formulates budget



Do's and Don'ts for Directors

DO:

1. Protect your Board from surprises.
2. Talk with and give same information to all Board members.
3. Admit your mistakes.
4. Tell the Board what you believe—not what you think they want to hear.
5. Be prepared for Board meetings by sending materials out in advance.
6. Seek Board input on your major decisions.
7. Get Board approval on sensitive issues.
8. Help the Board set goals for the organization.
9. Remain flexible and have a sense of humor.
10. Orient and assist new Board members.



Don't Ever:

- Embarrass Board members
- Expect 100 percent approval of all your recommendations
- Overwhelm the Board with information
- Talk disparaging about a Board member



Do's and Don'ts for Boards

DO:

1. Communicate concerns about the organization to the Director first.
2. Communicate praise as well as blame to the Director.
3. Avoid bringing surprises up at Board meetings.
4. Be prepared for Board meetings by reading all materials sent out in advance.

DON'T

1. Embarrass your Director.
2. Take it personally when the majority of the Board votes against your desire.
3. Expect the Director to act precisely as you want and expect.
4. Talk disparaging about fellow Board members



Board Member

Must

**Learn to agree to disagree
without being disagreeable**



Most Difficult Things to Learn: (for New Board Members)

- "Determine your function on the Board and how to accomplish it effectively."
- "No matter how much you think you know about Board service when you first come on board, you still have a lot to learn."
- "Acknowledge publicly that you have no power and authority as an individual Board member; that only the Board as a whole can make policies and decisions for the organization."





- “Recognizing the difference between setting policy (Board) and administering the organization (Director).”
- “That you must think deeply and sometimes accept Board decisions that are contrary to your own beliefs.”
- “That change comes slowly.”





- “That you can’t solve everyone’s problems.”
- “That Boardsmanship means being able to hold the minority viewpoint when voting on an issue, then openly supporting the majority vote in your organization.”





Send out information pertinent to the agenda items a couple of days before the meeting. Send it to Board members, the media and leaders in the community.





“You can’t be an effective Board member without effective communication”



Teamwork



- A clear sense of purpose.
- A clear definition of the roles and relationships that unite individual talents and capacities to achieve team performance.
- Integration of members who have basic technical, inner personal and decision making competence.



Teamwork



- A commitment to team success and performance excellence.
- A climate of trust, openness mutual respect.
- Clear standards of success and performance excellence.
- To support resources and recognition to achieve success.
- Principled and disciplined leadership






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References



- Carver, John ***Boards That Make a Difference***. Jossey Bass
- Carver, John with Caroline Oliver ***Corporate Boards that Create Value***. Jossey Bass
- Chait, Richard with William Ryan and Barbara Taylor ***Governance as Leadership***. John Wiley and Sons
- Herman, Melanie ***Pillars of Accountability***. Nonprofit Risk Management Center
- Herman, Melanie ***Ready in Defense***. Nonprofit Risk Management Center

