



SHARED LEADERSHIP: Governance Roles and Responsibilities of Board and Staff

Saturday, January 28, 2012
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Today's Agenda



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Review '08: Four Stages and Four Challenges

Institute for Conservation Leadership

Volunteer-Based	"The Leap"	Shared Governance	Institutional
Individual leader or a small group has idea, forms an org run by volunteers.	Board decides to hire staff as admin support, then the first E.D.	Board assumes the governance of org and delegates administration of operations to the E.D. and staff.	E.D. and staff assume more responsibility for the org's direction. Board focuses mainly on \$ and community support.
Challenge: Maintaining programs w/out on-going funding or professional staff.	Challenge: Developing a systematic, effective way for board to support and work with staff (and E.D.).	Challenge: Developing effective systems to delegate more authority for growing program effectively.	Challenge: Remaining responsive to the needs of the population served.

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Review '08: Board-E.D. Partnership

("board...needs a clear role to differentiate it from staff functions")

- Embrace the People Partnership, BOARD HAS ONE EMPLOYEE-E.D....Acknowledge Potential Opps & Conflicts!
- Start with Core Values of Mutual Respect & Professionalism!
- Establish Clear Expectations & Accountability...Honor Lines of Authority/Responsibility!
- Over Communicate...No Surprises!
- Promote Leadership Assessment...Commit to Evaluations!
- Understand Board/ED/Staff/Vol Leader Relationships-Exchange info through President/ED!
- Design the Board's Structure to follow the Governance Strategy...Don't Do Staff Work!



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1 2 3 4 5 6 7 8 9 10 11 12

Overview: Culture & Values

("think we have a very talented and committed BOD")

- Constructive Partnership¹
- Mission Driven²
- Strategic Thinking³
- Culture of Inquiry⁴
- Independent-Mindedness⁵
- Ethos of Transparency⁶



- Compliance with Integrity⁷
- Sustaining Resources⁸
- Results-Oriented⁹
- Intentional Board Practices¹⁰
- Continuous Learning¹¹
- Revitalization¹²

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Overview: Policy Decisions

(generates sound policy 3.81; spends enough time 2.86)



"Board Decisions Should Predominately be (Governance-level) **Policy Decisions**

- (1) Ends vs. Means
- (2) Executive Limitations, i.e., What is Unacceptable
- (3) Board-Staff Linkage
- (4) Governance Process"

Or, on-going Charges...

- "Decide the largest issue in a given category before smaller issues in that same category.
- Determine the threshold below which you can accept any reasonable interpretation of the decision just made.
- The board joins rank behind any decisions."

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Overview: Governance Triangle

to steer or to guide

The diagram is a black triangle on a light blue background. The left side is labeled 'Fiduciary Oversight' with a double-headed arrow pointing to 'Inquiry'. The right side is labeled 'Strategic Thinking' with a double-headed arrow pointing to 'Framing'. The bottom is labeled 'Relationships' with a double-headed arrow pointing to 'Resources'. Inside the triangle, it says '...supported by practices, structure, and assessment.' There is a small red icon in the top right corner of the slide.

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Governance Triangle

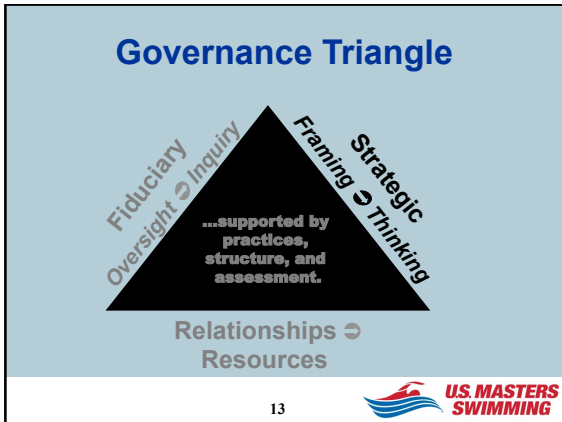
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Fiduciary: Legal Obligations

- Duty of...
 - **reasonable Care in the decision-making process**, i.e. My Best Judgment!
 - **Loyalty to the organization** (conflicts-of-interest policy, 3.14; understand 3.38; "conflict of interest needs to be better understood, respected, dealt with openly"), i.e. Organization First!
 - **Obedience to organization's central purposes**, i.e. Mission First!
- Internal Law of the Organization
 - Articles of Incorporation & Bylaws
 - Internal Policy Statements & Procedures
 - Contracts with Third Parties
- Federal & State Laws (registering, reporting, etc.)
- Serve as a "Court of Appeal"
- D & O Liability Insurance

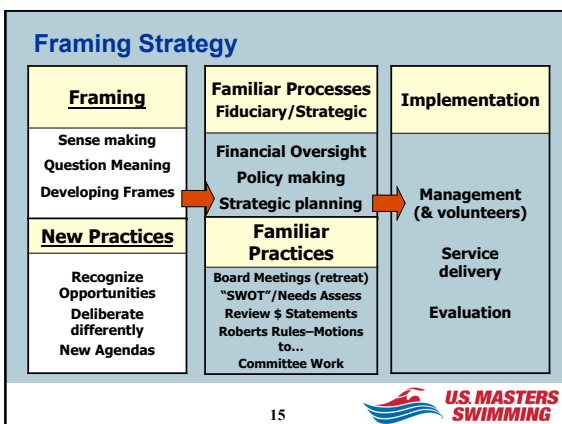
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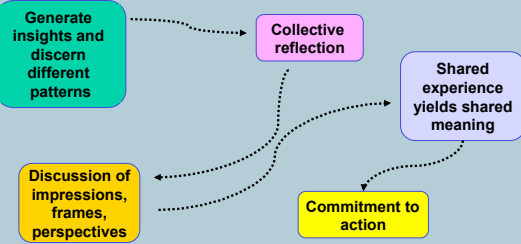
Strategic: On-going (spends enough time 2.62)

- Keep Org's mission (understood 4.09) & vision relevant
- Analyze environments (2.57)—What is happening out there? ⇌
- Framing the “Big” Issues ⇌
- Innovate, modify, & assist strategic planning and visioning ⇌
- Assist with selected strategies ⇌

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Strategic: Eyes & Ears in the Community/ Recognize Opportunities



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Framing Strategy



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Sample Framing Questions

1. What is the biggest **gap** between what we claim we are and what our actual performances or actions say about what we are? Why is this so? What does it say about USMS that we spend disproportionate time/money on "competition."
2. What does it mean that we want to **grow to include** "as many adults as possible?" How would we act differently if we were **for-profit**?
3. Why should a **future donor/member** want to invest money with our nonprofit? How do we make sense of the next generation of donors/members?
4. The year is 2020 and USMS is being recognized (by the President) as the "premiere resource for adult aquatic fitness in the United States!" This achievement would not have happened **had not the 2012 board/staff** _____.

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Framing Strategy: Jim Collins'-type Research

- | | |
|--|---|
| <p>7 Measures of Success—ASAE</p> <ol style="list-style-type: none"> 1. A customer service culture 2. Alignment of products and services with mission 3. Data-driven strategies 4. Dialogue & engagement 5. CEO as broker of ideas 6. Organizational adaptability 7. Alliance building | <p>Forces for Good—Crutchfield & Grant</p> <ol style="list-style-type: none"> 1. Advocate & serve 2. Make markets work 3. Inspire evangelists 4. Nurture nonprofit networks 5. Master the art of adaptation 6. Share leadership 7. Sustain impact |
|--|---|

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Framing Strategy & Develop New Ideas: Deliberate Differently

- Catalytic Questions
 - Silent Starts
- One Minute Memos
 - Breakouts
- Counterpoints
 - Role Plays
- Simulations
 - Surveys
- Future Perfect History



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Strategic: Focus on Strategy Discussions (board discusses significant issues 3.5, adequate agendas 3.38)

- Everyone's Sports Support Nonprofit, Board Meeting Agenda
- I. Call to order, welcome, overview of Agenda
 - II. Consent Agenda
 - III. Strategic Thinking
 - I. SAMPLE: How to get the right people on the bus for new revenue strategies?
 - II. SAMPLE: How to better use community collaborations to fulfill mission?
 - III. SAMPLE: What will it mean to govern differently as we grow and expand staff?
 - IV. Committee Reports
 - I. Finance Committee Chair: Revenue Needs
 - II. Governance Committee Chair: Bylaws Changes
 - V. Mission Moment
 - VI. Board Meeting Evaluation
 - VII. Adjournment

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What's Your Strategic Agenda?

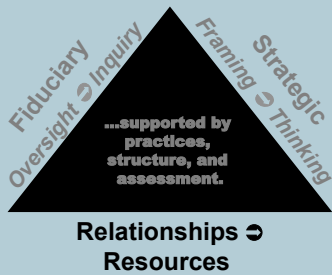


- Branding, differentiation
- Chapter relations
- College/military, other target markets
- E2EMM
- International focus (time/money)
- Membership growth & retention
- Volunteer experience/management (use talents/skills effectively 3.38)
- Swimming Saves Lives Foundation

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Governance Triangle



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Board's Active Engagement: SUSTAINING RESOURCES

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence.

- Policies on sources and strategies?
- Review new sources, business plans?
- What other resources and relationships are needed besides money (e.g., directors, volunteers, partners)?
- Policies/accountability on individual involvement? Training, tools, and support needed?

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Relationships ↔ Resources: Continuum of Director Activities


1-Share the Passion

- Make a personal Contribution
- Generate interest in org
- Identify/Build relationships



3-Say Thank You

- Appreciate donors/ supporters
- Communicate use of resources



2-Make an Ask for Involvement

- Will you visit our website?
- May I have __ call you about...?
- Will you attend...?

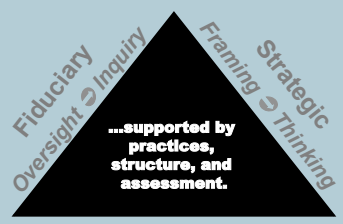
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Swimming Saves Lives Foundation

- What is the best organization structure for SSLF?
- ... relationship to USMS board and staff?
- ... best composition?
- ... best strategies?

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Governance Triangle



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Structure

- **Composition & Size** (3.62; "board size is large")
 - **Terms & Limits** (current 2+2 3.72)
- **Cultivate/Recruit Future Leaders** (2.71, Bd Development 2.8)
 - **Officers**
- **Orientation** (adequate orientation 3.57; mentoring 2.99; on-going training 3.05; "board needs considerable training")

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Structure

- **Executive committee** (EC reports to board on actions taken 3.57; "BOD is clearly not kept informed about the activities of the EC")
 - **Committees & Task Forces** (structure O.K. 3.71; address substance 3.52; even distribution of work, 2.95; "some board members with multiple task force/committee assignments and some with few"; "don't believe all TFs are posting minutes")
- **Meetings** (frequent enough & staff support 4.0)
 - **Technology**

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Board Development Action Plan

Action or Deliverable	Responsible Parties	Timeline	Comments

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Conclusion: Why Governance Teams Stumble

- "I can do it myself in less time, and with less hassle"
- "That's my job, not yours" or "That's not my job"
- "There is this one individual..." (*Taming the Troublesome Board Member or Trouble at the Top or Moving Beyond Founder's Syndrome*)
- "We're not focused on the critical issues"
- "There are no champions"
- "We don't communicate"
- "We're not engaged"



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Moving Forward...Next Steps!

What is the process to move forward from these discussions? How will this feedback be used to improve your nonprofit's governance?



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