

Boardroom Bearings

Navigating to Board Excellence

July 2016



Following up on Board Portals

Last month I asked subscribers to share their experience with board portals or board management platforms - how they use the Internet to manage board business such as meeting materials, the policy manual, board handbook, calendars, etc.

Since I heard the *Sound of Silence*, I can only assume subscribers are too busy to share their experience or none of their boards is using technology to support board work. In this issue is a link to an article about several different tools and a list of questions to consider when adopting a board management tool.



Image courtesy of Stuart Miles at FreeDigitalPhotos.net

A Few Good Tools: Board Portals and Other Ways to Collaborate

[Here is a useful article](#) for those who want to start thinking about the use of Internet tools for managing board business between meetings.

It begins by listing four tasks that are commonly handled with board collaboration tools:

- Creating board books and other meeting documents
- Sharing and accessing meeting documents
- Sharing and viewing calendars
- Collaborating as a board or committees.



Image courtesy of khunaspix at FreeDigitalPhotos.net

The article discusses:

- Adaptations of file sharing platforms such as Dropbox and Box.com and the Google suite of tools such as Google Drive, Google Calendar, and Google Groups.
- Project management and collaboration tools including Huddle, Basecamp, Sharepoint, and Central Desktop.
- Dedicated board portals such as BoardPaq, BoardEffect, Boardvantage, Diligent Boardbooks, and Passageways OnBoard.

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Questions to Ask when Thinking about Adopting Board Management Tools

What is the need?

Consider the problems that would be reduced and advantages



Image courtesy of Stuart Miles at FreeDigitalPhotos.net

to be gained by the use of technology. Understand that technology cannot fix board member absenteeism, disengagement, or bad information.

What technology are people already using?

The learning curve will be flatter and adoption faster if you choose technology that people are already familiar with. Consider, also, the technology skills of people you want to cultivate for future board service.

What is board members' skill level?

Be realistic about what board members can be expected to do. If skills vary greatly, look for technology that allows everyone to be successful.

Are board members willing to try new things?

It is unlikely that the entire board is opposed to change. Work with those who are willing to try something new and when they are comfortable with the new platform, they can be paired with the remaining board members as coaches.

What are the barriers?

Try to look at the new technology from many perspectives including technical requirements (such as the Internet connection in the boardroom), availability of staff support, cost, time needed to implement the change, and board resistance.

"Culture eats strategy for breakfast"

Peter Drucker said it. And the literature is full of examples where strategy failed because of the invisible but powerful influence of culture.

So it is useful to consider the culture in your boardroom. If asked privately, how would your board members describe the board culture? Over my years of interviewing board members, I have heard:

Collegial	Complacent	Hard-working
Deferential	Unproductive	Stagnant
Fun	Competitive	Old boys club
Divisive	Cooperative	Effective
Sociable; friendly	Toxic	Dysfunctional

Few boards ever discuss their culture even though it can interfere with effective governance. The board chair should take the lead in making the board culture explicit. He/she can begin by facilitating a discussion to establish norms, writing the items on a flip chart.

Simply ask board members to describe the way they want to interact in support of the organization's mission. Such norms might include: read the board packet and come prepared; be on time; no texting during meetings; don't interrupt; disagree respectfully; do what you say you will do; speak with one voice outside the boardroom; participate in social events; etc.



Image courtesy of pxtawan at FreeDigitalPhotos.net

Put the desired behaviors on a flip chart; post the chart in the boardroom for a few meetings; critique it and continue to modify it until board members agree that it represents the way they intend to behave. Then prepare a final flip chart for continued use and transcribe the list for insertion in the board manual.

Be prepared to call out instances when the norms are ignored and remember to communicate the board culture to new board members during orientation. Knowing the expectations will help them fit in quickly.

While establishing boardroom norms is a good place to start talking about "culture," organizational culture is a much larger concept. Culture is not static or generic. It must

always be worked on, refined, revisited, re-communicated, and rediscovered. [Here is a good definition.](#)

A Checklist for Agendas

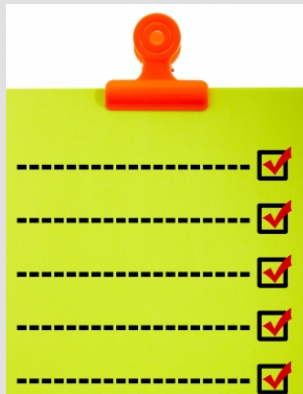


Image courtesy of Stuart Miles at FreeDigitalPhotos.net

Are your board meeting agendas boring, boring, boring? Are they the same – month after month? No wonder board members zone out!

The agenda is the roadmap for the meeting. The chair uses the roadmap to guide the discussion; board members use it so they know what item of business is next and what is expected of them. Examine your board's most recent agenda to see if it:

- Uses the "consent agenda" format to move through routine items efficiently. ([See an article](#) about the consent agenda here.)
- Is tied to the 3-5 critical initiatives in the strategic plan. Do not allow your organization to be one that spends time and money on a planning process only to waste the investment by ignoring its implementation.
- Identifies items "for information," "for discussion," and "for decision." Items for information (updates) should not need to be discussed. Usually a report is included in the board packet along with the contact information of the person to whom questions should be directed in advance. Items for discussion should be supported by background pieces in the board packet and include key questions. Discussion should be time-limited. Items for decision (action) may have been on the agenda for a meeting or two and are ready to be acted on. Sometimes an item labeled for discussion can become an item for decision in the same meeting.
- Includes time for board development activities and/or generative discussions: a speaker on an issue in the field; training on how to read and understand the financial statements; a review of key policies; discussion of the most recent board self-assessment; long-term sustainability of the organization; organizational values; implications of pending regulations; business trends; etc.

Executive Transitions and Succession Planning



Image from Bigstock.com

According to the most recent BoardSource governance survey (2014), "Only 34% of boards have a written CEO succession plan. Yet, 50% of boards will be confronted with replacing a CEO within the next 5 years. 25% of CEOs intend to leave their post within the next 2 years, and another 25% intend to leave within 3 to 5 years" (p. 46).

Succession planning is an essential board responsibility. The data presented above should be a wake-up call for all nonprofit board members. What is

your organization doing to identify and prepare the next generation of leaders as so many from the current generation are poised to leave? And certainly the board needs to be thinking ahead when the organization has a chief executive who has served for a long time. Here are four books to inform executive transitions and succession planning:

Tom Adams, (2010). [The Nonprofit Leadership Transition and Development Guide](#): Proven Paths for Leaders and Organizations.

Tim Wolfred, (2009). [Managing Executive Transitions](#): A Three-phase Guide for Nonprofits.

Nancy R. Axelrod, (2009). [Chief Executive Succession Planning](#): Essential Guidance for

Boards and CEOs, Second Edition, BoardSource.

Don Tebbe, (2008). [Chief Executive Transitions](#): How to Hire and Support a Nonprofit CEO, Washington, DC, BoardSource.



Question of the Month

Q: When should you resign from the board?

A: Presumably when you accepted a role on the board, you fully intended to serve a full term - maybe even more than one term.

But it is conceivable that things changed over time. Perhaps you now have information that makes it hard for you to continue serving, maybe new board members or a new CEO are taking the organization in a direction you cannot support, maybe your own life circumstances have changed.

Board members who linger on the board when they no longer feel comfortable are doing both themselves and the organization a disservice. It's better for everyone if you gracefully step down. Consider resigning if:

- You are unable to support the organization when a board action is taken that is contrary to your vote.
- The organization is breaking the law and/or ignoring its own bylaws in spite of your efforts to point out the problems.
- Your questions go unanswered - questions about programs, performance of the chief executive, financial transactions.
- You are missing board meetings.
- You are not contributing resources such as money, time, and connections - time beyond that which is needed to attend board meetings.
- You don't prepare for board meetings.
- Your conduct at board meetings is viewed by the majority of other board members as disruptive.
- You have an un-disclosed financial interest in a transaction with the organization.

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Please remember:

You are invited to submit questions by emailing them to kdw@centerpointinstitute.com. And if you have a troubling governance issue and need someone to talk with, confidentially, at no charge, call 815-545-1300 or send an email.

Boardroom Bearings...

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