



FOR YOUTH DEVELOPMENT
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY

Board Governance Committee

May 20, 2022
9:30am – YMCA OC Board Room

BOARD GOVERNANCE COMMITTEE MEETING
AGENDA
May 20, 2022

1. Culture/Decision Making Process

- Discussion regarding if/how to communicate to entire board

2. Improving Board Processes

- Board Member Engagement
 - Social Events
- Board Meetings
 - Agenda
 - Generative Discussions
 - Logistics
 - Process for evaluating meetings



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Board Governance Meeting Minutes

February 18, 2022

BOARD GOVERNANCE COMMITTEE
Meeting Minutes
February 18, 2022

Present: John Rochford, Michael Hahn, Dolores Daly, Jeff McBride, Christine Salas, Sean Peasley, Dave Lamb, Juliette Meunier
Absent: Rosanna Coveyou

Calendar & Charter

- 2022 Calendar & Chart of Work
 - o Committee Reviewed the calendar and Chart of Work and all are OK with the calendar with one update to add month of May (done)

CEO Succession Process Taskforce

- Brainstorm and identify members for the CEO Succession Process Taskforce
 - o The taskforce will define the process of CEO Succession planning: define timelines, participation, methodology, this taskforce will also identify a process for selecting members for the for the CEO Succession Planning Taskforce
 - o Juliette recommends the task force be made up of people who hold the following characteristics
 - HR Experience
 - CEO's
 - Board Leadership (chairs/past chairs)
 - YMCA Leadership
 - o CEO Succession Process Taskforce Members
 - John Rochford, Juliette Meunier, Jay Scott and Jeff McBride
 - John Giovanonne and Andrew Leet (attorneys)

Board Chair Succession Process Updates

- Jeff gave an overview of the newly documented Board Chair succession guidelines
 - o One update/change to guidelines is to add the CVO and CEO to meet with current assessment consultant (done)

Board Evaluation and Growth

- Discuss board assessment summary (including rest of board) and any potential impact on our areas of focus
 - o Jeff gave an overview/introduction regarding the plan to bring back branch boards; a task team will be put together to identify members for creating the branch boards "north star"; first branch board will be piloted at the Newport Mesa branch
 - o Branch boards primary focus is fundraising and being an ambassador of the Y
- Incorporate assessment themes into board recruiting efforts
 - o Board governance to identify criteria/characteristics for potential new board members; once identified information to be given to whole board in effort to expand board member recruiting efforts
- Discussion of current board members and governance committee members – Is there a need to rotate any off?
 - o None were identified at this time; recruiting new board members should be a focus of governance and entire board; potential members will be required to go through the process (meet with CEO, 6 months on a committee, etc)

Adjourn @ 10:50am



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Decision Making Process

Orientation
YMCA of Orange County
Development of Culture-Clear Decision Making

Introduction from President/CEO Jeff McBride: My life took a huge turn in the spring of 2017. Our organization had experienced exceptional growth and success. The CEO and owner of one of the largest development companies in Orange County and member of our board publicly stated I “was one of those people with whom everything they touch turns to gold.” Where everything works out and not only succeeds, but excels.

But what others didn’t know was, I was struggling. Something was missing. I could not put my finger on it, but I was frustrated. Frustrated with my staff and our lack of proper decision making. People were not working together. It seemed decisions were constantly being made that I had to correct. There was tension and stress and I could not figure out why. I was tired and losing my enthusiasm. This unease was leading me to consider early retirement.

Then a watershed event occurred. Dolores Daly, my VP of Development walked into my office. Dolores had been with me for seven years. She had always been hard working, talented and ethical but I felt she had never truly lived up to her potential. Though smart and caring she had not demonstrated the leadership characteristics needed from her position. While we were friendly with one another there was definitely a gap between us.

What I did not know was Dolores had also come to the end of her rope. That day Dolores walked into my office; she could no longer continue in the current environment. So out of desperation she came in, sat down and said, “I don’t get it. I am confused and don’t understand how you think. Can you explain it to me?”

Those simple words would be the beginning of an amazing journey. Initially I thought it would be a journey for Dolores. In actuality I was about to learn more about people and myself than I ever dreamed of. I remember happily describing my thoughts and processes. How I made decisions. I actually diagramed how I arrived at decisions and the process I used. At the end of our discussion that lasted perhaps 45 minutes she looked at me and said, “You know, nobody thinks like this. It makes total sense, but no one thinks like this.”

These words changed my life and our circumstances forever. Over the next days, weeks and months Dolores was a sponge. She had questions, questions and more questions. “What if” questions. I remember being so encouraged because I felt she was asking the “right questions.” The more and more I explained the more and more I realized where I had fallen short. I realized we had previously been speaking with one another, but we were never truly communicating. We missed each other because we were actually speaking vastly different languages. I realized my words had not been sinking in. My issue was I had always processed information the same way. It was intuitive. It was natural. It was easy. Since it came naturally, I assumed everyone else was following the same process. I have learned this is absolutely not the case.

I began the process of change. As I began to work with people to improve communication I kept hearing, “I like what you’re saying but I don’t totally get it.” I realized I needed more details and information to better communicate the process. I needed help capturing the thoughts and material. To take what I did naturally and dissect it to better explain and teach the process.

Enter Dr. Michael Proud. Mike is a friend and board member of the YMCA of Orange County. Mike offered to meet with me to better define the process of decision making. To refine its communication. The purpose was to develop a better way to communicate to my organization and team. To help them individually and collectively reach their full potential through a clear process. This material is the result of our journey together. Dolores, Mike, my entire staff.

In a short period of time, Dolores became the strongest leader in our organization. Universally respected. She began living up to the talents and potential she had been created for. She was promoted to COO and now runs our entire operation with confidence. She is a force. How was this possible? How did someone who was floundering and failing to lead become a true leader living up to her potential? We both know how. By simply changing how she processed information. That is what this book is about. Teaching others to reach their highest potential through a simple process. Thank you for taking this journey. I hope it is as rewarding for you as it has been for me.

One of the most difficult things in business, as well as in life in general, is making decisions which lead to the best outcomes. Too many people simply do what is expedient in the moment or make decisions which are based on emotions or unclear objectives. Jeff McBride, President/CEO of the YMCA of Orange County, CA, has developed a decision making process which is based on a desire to bring clarity to his organization while at the same time developing his people to reach their fullest potential. During his tenure at the YMCA of Orange County this process has moved his organization into one of the most successful non-profits in all of Orange County, and has made the YMCA of OC one of the most gratifying places for his people to work.

You are an Integral Part of an Important Culture: The YMCA of OC is a place that genuinely values each of its members, staff and volunteers and seeks to see people reach and become their absolute best they can be. Over the past few years, the YMCA of OC has worked hard at changing and maintaining a culture of inclusion and collaboration. We have learned that this is not something which can be achieved in isolation but rather in a community of people working together for a common purpose. You are now a vital part of making this a reality.

In the next few pages, we will walk through and talk through one of the foundation components to the culture established here at the YMCA of OC-Our Decision-Making Process. While at first this may sound like something trivial, we assure you it is at the heart and soul of our culture. Let’s take a look together!

The Clear Decision-Making Process: The term “Clear” does not mean that we do not make mistakes. The term “Clear” does not mean the people who make decisions are perfect or have special insight. The term “Clear” simply means that when we implement this decision-making

process the results are Clear because we have arrived at them together. Let's look at the basic principles related to this Flawless decision-making process:

Clear Principle 1: As a Person, I Am Flawed. This means I am not perfect. I make mistakes. I will operate from a selfish bent if I am left to my own devices. I will put my desires above those of others if I have my own way. This may be intentional but most often it is unintentional, driven by years of emotional conditioning. The truth is that we are all flawed. We all have experiences and emotional baggage which we bring with us into each new venture or relationship we have. Without understanding this critical principle-bias and insecurity greatly increases the chance for errors in decision making. However, while this confession can seem overwhelming to confront, there is tremendous freedom in it as well.

You see, by confessing that we are all flawed it relieves the pressure for any one of us to come up with the answer to problems on our own. It helps us realize that we need the voice of others speaking into the decisions we make. Pressure and isolation builds when we feel we must be the "experts," or have the solutions all by ourselves. This is the chief foundational component to the culture we have here at the YMCA of OC-because we are all flawed, we depend on one another to reach success. This creates a buffer which keeps us from derailing the process and seeks what is best for others and for the organization.

Clear Principle 2: Seek What is True. Now that we understand our own limitations and the things which could sabotage the decisions we might make listening only to our own voice, we are truly released to seek what is true. The pursuit of truth is not to get "our way" or "my way," but to explore and to find what is the "best way." This is key at every level of the organization. This should be thought of as a point on the horizon which you are striving to reach; we like to call it "The North Star."

So, how do we get to "What is True?" We must embrace open and honest conversations to accomplish this. This is not just what is desired from every participant involved in making decisions, it is the responsibility of everyone involved. Here are a few characteristics of what **open and honest conversations are:**

1. They must lead to exploring what is "true/best" for the organization in the moment. This means issues being decided must take into consideration factors effecting the organization now. Solutions adopted six months ago may not be effective now because things have changed. Truly seeking what is true/best is about looking at where you are in the present circumstance.
2. Takes you as an individual out of the conversation. Remember, seeking what is true must be about what is best for the whole, not what is wanted by any one individual.
3. Uncomfortable by nature because outcomes are not known before the meeting takes place. This is not an excuse to come to a meeting unprepared, but

solutions must be concluded by the group, and everyone must be willing embrace the group's decisions.

4. Not disguised as directives. Open and honest conversations must remain exploratory in nature

Clear Principle 3: Your Role Dictates Your Responsibility. CEO's, Executive Directors, Membership Directors, After School Teachers, Lifeguards, Board Members, Mothers, Fathers, Wives and Husbands all have certain responsibilities based on their roles. In order for them to make the best decisions they must recognize their roles and do what is best for those in the scope of their responsibility and not what is most advantageous for themselves personally.

Keeping this in focus moves decision making away from what is popular, or what is safe, or what feels good, and keeps it focused on what has been revealed as true or best. Thus, decisions are not made based on who suggested them or who may be in the room, but on what is best for the responsibility which your role or area of responsibility dictates.

Clear Principle 4: No One Gets to Clarity Alone. Clear decision making occurs when others are brought into the process and for the reasons mentioned above. Only through others can our blind spots be revealed. We cannot see blind spots on our own, that's why they are called blind spots! Bringing others into the decision-making process is not for validation of ideas but rather to test them. This not only allows potential leaders to rise or self-select but develops people to think strategically about how to achieve together. People who seek to control use others to accomplish tasks. People who work collaboratively use tasks to develop others.

Though this concept may be new to you it has been tested and it works. It is the heart of the collaborative culture which exists at the YMCA of OC. You are now part of a team with many different parts who we are all striving for the same thing, **“To put Christian Principles into practice through programs that build healthy spirit, mind, and body for all.”**

It is possible that you have never worked in an environment like this before, and so it may take you a while to understand all the aspects which have been discussed. However, if you will invest yourself by:

- Trusting the process,
- Trusting the other people on this journey with you, and
- Opening yourself up to what can be achieved as we work together

We believe your time with the YMCA of OC can be one of the most fulfilling experiences of your life!

Clear in Action: The 10 Rules of Decision Making.

All decisions made are built on a need for trust, transparency, and consistency of message. No one in the room has the answers but everyone has a voice, and everyone will collaborate to ask and find the answers together!

A decision must be made: Here are **The 10 Rules of Decision Making**

Rule 1: Validate or dismiss. Not everything we think is a need is really a need. Sometimes we perceive something as a need which is already being met in a way which we are simply unaware. It is important to collaborate with others who would have insight before taking action whenever possible. Gather the input of others who can validate or dismiss the need. If it is validated, then proceed to Rule 2.

Rule 2: Schedule the meeting. This is the step which gets the ball rolling in the decision-making process and allows decisions to be made in a more expedient manner. It also provides assurance and confidence to all team members involved that action is being taken and the project is progressing forward

Rule 3: Don't try to have it all figured out beforehand: Be prepared to lead and facilitate, but do not come with preset outcomes for the meeting. This is a violation of the Clear process! Get the meeting scheduled and trust those who will be in the room to come to the answers together. This will ensure ownership of the decisions made and will reinforce the collaborative culture which exists.

Rule 4: Determine who should be in the room. Ask this question of yourself and of everyone involved, "Is there someone else who should be in the meeting?" Even if those people are not invited to the initial meeting-be sure they are included in the next.

Rule 5: Clearly describe needs and reason for the meeting. Offer attendees a clear and concise reason the meeting is to be held but allow the journey to begin in the meeting.

Rule 6: All attendees are equals in the meeting. There are no ranks represented in the room, just team members working toward the best decision possible.

Rule 7: Observe the room. Make observation of the participants in the room. Who is engaged? Who is disconnected? Who would make the next great leader? Who is going through the motions? Who needs to be encouraged? Observing the interaction between the people in the room can tell you a lot about who will rise to the next level and who will self-select out of the process.

Rule 8: Hold up the "Mirror" when necessary. There are times when people need to be shown the flaws in themselves that everyone else sees. This is not judgment; it is helping the other person become the best version of themselves possible!

Rule 9: Attendees determine steps to be taken. Agreement is reached in the meeting and a course of action is determined. Through collaborative decision making comes accountability in ensuring actions are completed.

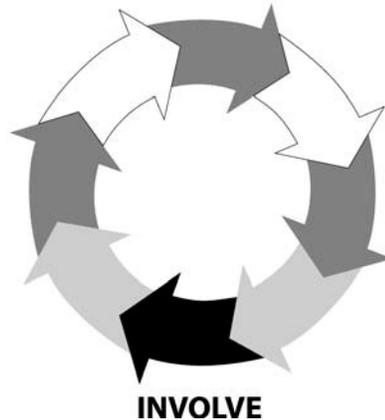
Rule 10: Take action! Follow up on any/all steps identified by the group.



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Board Source Materials

Step 5: Involve



While people might agree to join in order to affiliate with a mission, they are more apt to participate when they can see the results of their work and the opportunity to have influence.

— Richard P. Chait, William P. Ryan, and Barbara E. Taylor
Governance as Leadership

Individual commitment to a group effort — that is what makes a team work, a company work, a society work, a civilization work.

— Vince Lombardi
(1913 – 1970) U.S. Football Coach

GET EVERYONE ENGAGED WITH THE WORK OF THE BOARD

Getting new board members actively involved early on can build on the momentum of the orientation and tap into their initial enthusiasm. However, keeping long-standing members continually challenged to do their best is equally important. Board members — both old and new — need to be engaged with important work on the board in order to have a stake in it. And without a stake, board service will be uninspired and pro forma.

Experience tells us that board members want and need to feel a personal connection to the organization and its services, but also that it takes inspiration to keep them involved and engaged. Some of this inspiration comes from realizing that the board makes a difference in helping the organization serve the mission and that they each personally make a difference in the work of the board.

During a recent workshop on board effectiveness, a young woman told the group about her growing ambivalence about her board service. While she was proud to be affiliated with an organization doing wonderful work in the community, she did not think the board had much to do with the organization's accomplishments. "As a matter of fact," she said, "I don't think anything would change if the board did not meet for two or three years." As a result she sometimes decided to let other commitments take precedence over board meeting attendance. "I am thinking about resigning from my board," another added, "because I leave board meetings feeling useless. I feel like I am basically there to fill a slot, which is not what I had in mind when I agreed to serve."

Inspiration for active engagement also comes from connecting one's own hopes and aspirations with the board's activities. Board leaders need to try to link board members with activities that will help them achieve their own goals as well as those of the organization. Such linkage takes place in board meetings, in committee and task force work, and in individual assignments. This means that board chairs and chief executives need to get to know board members in order to make appropriate use of their skills. What was it that made new members say yes to board service? What are they hoping to gain in return for the time and effort they will be expected to expend? Are there time constraints or other factors that may limit their participation?

DEVELOP WAYS OF INVOLVING BOARD MEMBERS

First of all, to keep board members engaged, board meetings need to involve their participation. Meetings should be structured in such a way that board members feel that their time is well spent, and that something has been accomplished by the time they leave — something that will make a difference for the organization. Effective board meetings have

- clearly stated objectives for each meeting
- agendas that focus on strategic issues rather than on "administrivia"
- use of consent agendas for routine decisions and reports rather than the board spending time listening to reports
- time set aside for questions and discussion, for considering implications of information or proposals
- an opportunity for learning something new and relevant to the mission or to organizational effectiveness
- general participation rather than a few people who dominate the discussion
- a chair who keeps the discussion focused and moving forward without stifling thoughtful and creative participation

Keeping board members engaged also means making productive use of committees and task forces so that everyone's time, talent, and interests can be effectively used. Giving board members a specific job to do — whether on a standing committee that meets throughout the year or on a task force with a short-term project — can mean

the difference between their feeling connected to a worthwhile endeavor and being a detached spectator. A member of the program evaluation committee might be asked to find out how another board has tackled a similar task. A person with experience in human resource administration might be glad to serve on a short-term task force to review the current human resource policy. Not only will they have the satisfaction of making a difference, they will also get to know a small group of board members better and have the opportunity to gain the respect of their peers.

When making committee assignments, keep the individual in mind. Does the committee offer an opportunity to make a difference based on an individual's expertise or perspective? Does it offer an opportunity for the member to learn something or get more connected to other board members? Does the individual have time to devote to regular meetings, or does the person's schedule suggest assignment to a task force, whose work may be done over a shorter period of time? These days, busy people are particularly enthusiastic about assignments that are specific and time-limited. This allows board members to see the results of their work more easily and become involved in a variety of issues over time.

Board member involvement may take the form of individual initiatives and assignments. Making needed expertise available to the chief executive or other key staff members, or participating in activities of the organization, may boost an individual's sense of commitment. A chief executive looking to hire a new chief financial officer might need help in reviewing candidates and would value the participation of a board member with accounting expertise. A business owner might be helpful in developing funding strategies for a new program. Specific activities, such as selling tickets at a festival, spending a day answering phones, or accompanying a staff person on a visit to a legislator, can bring board members closer to the mission and be educational opportunities. But it is important to remember that when board members accept an assignment outside of their board work, they function as volunteers with no more power or authority than other volunteers and should not impose their authority or intervene in the directives set by the chief executive or other staff.

SOLICIT FEEDBACK AND ENCOURAGE GOOD COMMUNICATION

Boring and routine meetings are likely to evaporate initial board member enthusiasm and sow the seeds of emotional or intellectual withdrawal. One way a board can improve its meetings is to take a couple of minutes at the end to collect meeting evaluations; then at the beginning of the next meeting report those results so that board members are aware of ways in which to do better. Step 7 in this book covers this in more depth.

Whether in board meetings, in committee work, or through their individual assignments, new board members (as well as long-standing board members) should be encouraged to ask questions. In particular, after a few months on the board, new members should be asked for feedback. Do they think the orientation covered everything they needed to know? Do they feel their skills are being used to the best advantage? Do they have ample opportunity to discuss important issues? What have they found most rewarding about their board experience so far? What would they change? Ask for specific examples of how the board currently motivates (or could

motivate) its members. Solicit comments about specific activities that they have found useful and why. The governance committee and the board chair should agree on who will be responsible for this orientation follow-up and for taking corrective action, if indicated.

Active involvement requires staying informed about subjects the board needs to address. Effective use of technology can help in this regard.

To make sure that some board members are not placed at a significant disadvantage by their geographic distance or by the travel demands of their jobs, board and committee meetings might sometimes be conducted by teleconference or video conference. Such meetings need to be carefully planned, with informational materials sent out ahead, and with guidelines for how to participate in the meeting. Issues that are likely to engender a high degree of emotional response or controversy may best be reserved for face-to-face meetings.

Keeping board members informed and involved between meetings can also be achieved through the use of e-mail. However, boards are also beginning to realize that guidelines are needed on the effective use of e-mail to avoid information overload and other problems. If board members regularly e-mail their board colleagues everything they come across related to the organization's mission area, people will soon stop reading it and may fail to notice when they really need to read shows up in their inbox . Because it is too easy to forward an item by mistake, issues that need to be treated with confidentiality may not be good candidates for e-mail.

Increasingly, organizations are providing the board with secure pages on their Web site. Information specific to the board is posted to these password-protected pages. They provide members with easy access to materials they need to prepare for board discussions, and they support their committee work and special projects. For more on using technology in the boardroom, see Step 6.

To help board members fully realize the importance of their work, make it clear from the start that they are expected to participate and to follow through on assignments. Hold them accountable for the responsibilities they take on. If assignments don't get done, but no one on the board says anything about it, the responsible person may conclude his or her participation isn't very valuable.

Not only is it important to encourage people to get involved in areas where they can use their expertise, have opportunities for learning, personal growth, and leadership development, it is also important to be sure that the work is well dispersed among board members. If too much power and decision making is concentrated with the board chair or a few select board members, others may lose interest. For this reason, it is essential that the chair assign specific tasks and responsibilities and hold board members accountable.

WORK TO DEVELOP THE BOARD AS AN INCLUSIVE TEAM

Building an effective board means building and developing a team composed of the diversity of perspectives, expertise, and other resources needed to accomplish the mission. However, it is not enough to *recruit* a diverse board. The board must become

a cohesive unit that makes use of what every board member can offer. Such boards are well positioned to enable creative thinking, innovation, and problem solving and to provide leadership in meeting organizational challenges and identifying new opportunities. The more diverse the board, the more important it is to nurture understanding by creating opportunities for social and interpersonal interaction.

There are two caveats to creating an inclusive board: Avoid tokenism and manage differences of opinion.

Creating a sense of ownership is difficult if board members feel they were recruited purely to represent a part of the constituency. Board members and senior staff must learn to make use of all of the abilities and expertise present among members of the board, not be side-tracked by the visible signs of difference represented by ethnic and generational identities.

To avoid tokenism, treat each board member equally. Involve new members right away and assign them tasks that are independent of their cultural or ethnic background. For example, refrain from turning to the sole Asian board member only when questions come up that relate directly to the Asian community. He or she should be asked to address general questions posed to the board as well as questions related to his or her special expertise — which may or may not have anything in particular to do with the Asian community.

A natural byproduct of inclusiveness may be wider disagreement among members, which is not necessarily easy to deal with. In her article “Inclusion: Encouraging Participatory Governance” in *The New England Nonprofit Quarterly*, Zora Radosevich suggested that inclusiveness means not only bringing in new and different people, but supporting people who say new things and being willing to be uncomfortable while working toward an understanding. With the board chair as moderator, the board needs to cultivate an atmosphere of acceptance by encouraging wide-ranging opinions and molding them into creative solutions. By exploring a variety of perspectives and options, the board is more likely to make effective decisions. For example, the board of an organization dealing with workforce development issues may need to wrestle with the differences between the perspectives of employers and union members. Actions that are taken based solely on the perspectives of one of these groups are likely to be unrealistic and ineffective. Each group’s opinions may vary widely, and there may not be consensus. But providing an opportunity to explore each other’s views and having a shared commitment to the mission will likely result in a stronger team by the time a solution is reached. Ultimately what counts is that each board member respects the process and supports the position taken by the board because all the different voices were heard.

MAKE USE OF RETREATS

To support the development of the team, the board needs to create opportunities for members to interact more informally than is available during regular board meetings. Members need time to get to know each other by sharing stories and comparing experiences. They need to discover the things they have in common and to explore some of the differences between them. Occasional retreats, if they are scheduled to

include as many board members as possible, can serve as powerful team-building events. Whether the focus is on particular topics such as strategic planning, leadership training, board assessments, or a more thorough exploration of important issues, they give board members the chance to gain a better understanding of the board's work and of each other — in other words, to become a more effective team.

Whatever the purpose of the retreat, it requires careful planning. Will it be out-of-town and include overnight accommodations? If so, are there transportation issues for some board members? Are there child care or other dependent care considerations to keep in mind? Are spouses, partners, or children invited? Taking the board overnight to a resort where board members are expected to spend the afternoon playing golf may not be useful for those members who don't play golf, especially if no alternative activities were planned. Even if the retreat is built around a specific set of board issues, make sure there is plenty of time for interaction and for shared social activities. An outside facilitator can help make it possible for everyone, including the chair and the chief executive, to be active participants rather than managers of the board's work.

CLARIFY RESPONSIBILITIES FOR INVOLVING BOARD MEMBERS

Chief responsibility for getting and keeping board members actively and appropriately involved rests with the board chair, but also with the chief executive and committee chairs. By getting to know each member of the board and establishing an open line of communication, the chair is essential to their effective inclusion and engagement. Smart chairs will assign board members to committees according to interest, skill, and available time, and will check in with new board members after a few months to find out if they need additional information and invite their feedback on board operations.

The chief executive often plays an important role in engaging board members by providing necessary information as well as suggesting specific ways in which a member's expertise and interests might be of particular service to the organization. For example, the board chair of a youth service organization may ask a board member who lives in the neighborhood of its youth center to serve as the organization's eyes and ears and to keep the staff informed of issues that could lead to conflict. This type of involvement often leads to a board member's greater sense of contribution and commitment.

Since much of the board's work is often conducted outside of board meetings by committees and task forces, the chairs of these groups are instrumental in helping board members to become active participants. By calling, organizing, and facilitating productive meetings where everyone is heard and work gets done, they help provide a sense of accomplishment and belonging. Asking individual members to take on specific tasks on behalf of the committee can provide a welcome challenge. When someone does not show up for meetings or follow through with assignments, good chairs will check in with the person to find out if there is a problem. A telephone call after a meeting saying, "We missed you last night. I hope everything is all right" will not only remind the member that there is work to be done, but also that his or her

absence was noticed. It might also provide an opportunity for the member to bring up problems that need to be addressed or to clear up misunderstandings.

Particularly with larger boards, the role of committees and small groups plays an important part of providing board members, both old and new, with opportunities to get to know each other and to be part of a team. However, no matter what the size of the board, all leaders share in the responsibility of actively involving and mobilizing their members in the work of the board.

STEP 5: ACTION STEPS

- Provide opportunities for active participation through interactive board meetings.
- Focus the board on strategically important issues.
- Involve board members on committees and task forces.
- Make information easily available to the board.
- Create opportunities for social interaction, sharing of experience, and exploration of ideas.

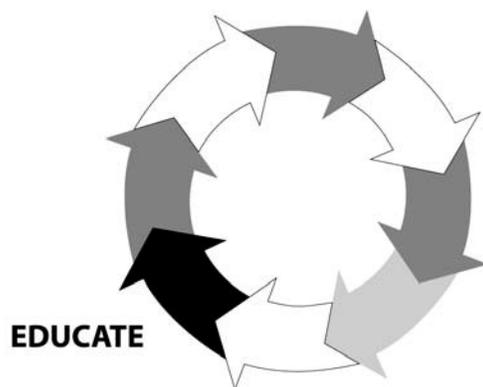
INVOLVING BOARD MEMBERS

1. Conduct board meetings that focus on strategic issues and get important things done.
2. Encourage all board members to ask questions and actively participate in board discussions.
3. Be honest in expressing your opinions.
4. Build relationships that foster trust and promote accountability.
5. Engage new members in meaningful activities based on their skills, talents, and interests.
6. Follow sound board development practices to create a positive working climate for all board members.
7. Develop effective communication processes for quick information dissemination and responses.

BARRIERS TO KEEPING BOARD MEMBERS INVOLVED

- The board is too large. Some board members do not feel needed.
- The board is too small. Board members feel overwhelmed or suffer from insufficient stimulation or limited perspectives.
- The executive committee is too active. If it meets too often, the rest of the board may feel like a rubber stamp or disengaged.
- Members received insufficient or ineffective orientation.
- Agendas are weak. They lack substance, are too long or too routine. Board members fail to see the relevance of board meeting topics to organizational performance.
- Members do not feel well used or important. They will decide that they have better things to do.
- There is little or no opportunity for discussion. Board members feel bored or frustrated.
- A few board members are allowed to monopolize discussion, to take up disproportional amounts of airtime, and carry disproportional weight in decisions.
- The board lacks social glue. Board members have little in common except board service and do not have opportunities to get to know each other.
- Status differences get in the way of team development.
- Board members lack passion for the mission.
- Board participation has become routine after many years of service.

Step 6: Educate



We get so tied up in today's needs that we don't reserve a realistic part of our resources for developing the talent and dedication necessary to carry out and expand the organization's efforts tomorrow.

— Brian O'Connell
The Board Member's Book

Real learning gets to the heart of what it means to be human. Through learning we re-create ourselves. Through learning we become able to do something we never were able to do.

— Peter Senge
The Fifth Discipline

CREATE REGULAR OPPORTUNITIES FOR BOARD EDUCATION

To survive and thrive in a rapidly changing and ever more complex society, education and continued learning are keys to making good decisions, yet this step is often overlooked by boards. While most board members were asked to join the board because of their knowledge and success, they often come to the board lacking an understanding of the intricacies of the nonprofit organization they are asked to serve. For instance, board members of a ballet company — even the most avid fans — may have no idea how a ballet company is run and may be embarrassed to ask. Consumer board members of a community health center may know a lot about the services provided by the center but may lack an understanding of national health care policy. Board members of a national membership association may be aware of what the membership wants, but have little sense of the financial implications involved in various service options. In some cases, board members may be unaware of issues facing the nonprofit sector in general or of the need for strategic leadership.

As pointed out in the BoardSource publication, *The Source: Twelve Principles of Governance That Power Exceptional Boards*, continuous learning is a key characteristic of boards that stand out from the crowd. Such boards understand the need for expanding and deepening their members' knowledge about factors that will have an impact on the organization's success in the long run. They build educational activities into board meetings, schedule retreats for exploration of complicated issues, and encourage their members to attend outside workshops and seminars. In such ways the board stays well informed and supported in its planning and decision-making responsibilities. In such ways organizational leaders learn and grow, and in turn their organizations learn and grow.

Topics for board education might range from internal issues such as fundraising, strategic planning, liability issues, or how to read a financial statement to external issues such as demographic trends, mission-related challenges, and emerging competition. Instead of looking at financial statements only to discover whether income and expenses are in balance, forward-looking boards learn to look for information that gives clues about the organization's long-term financial health. Instead of looking at changes in the community's population from the perspective of who will need the organization's services, learning-oriented boards seek to understand how such changes will have an impact on economic and political structures as well as on the community's culture. Hospital boards need to learn not only about new developments in health care but also about factors that influence the supply of physicians, nurses, and other health care personnel and about health care financing.

STRENGTHEN FROM WITHIN

In addition to learning about big societal issues and developments, each board also needs to keep learning about how it can strengthen its own performance. This, like the board building cycle, is a never-ending process. No board can afford to believe that it has arrived at perfection, that it has no more to learn about being a great board. Jim Collins says that "good is the enemy of great" and implies that greatness is as much a process as a destination. When a group feels that it has arrived and can begin to coast, circumstances can change and the sands can start to shift underneath the group.

Some topics can be scheduled for discussion as part of regular board agendas throughout the year; others may emerge suddenly because of decisions that need to be made. For example, board consultant Bruce Lesley suggests that if a board realizes that it needs to develop or revise its conflict-of-interest policy, a short educational piece on the board's legal duties might be very effective because of its immediate relevance. If a local hospice is approached by a hospice in a neighboring community about merging the two organizations, the board needs to learn quickly about issues related to mergers and about the other organization.

To keep a board in a learning mode, members should be encouraged to suggest topics that would help them and the board do a better job. To keep suggestions coming, ask for ideas during meeting evaluations, board self-assessments, and exit interviews conducted when board members step down. In their book *Improving the Performance of Governing Boards*, Richard P. Chait, Thomas P. Holland, and Barbara E. Taylor cite an

independent school that used a “pop quiz” to prompt suggestions. The quiz contained 30 basic questions about the school, such as gender balance and curriculum requirements. The board members were not required to share their scores because the object of the quiz was to show them where there were important gaps in their knowledge and to encourage them to request programs and activities to fill those gaps.

Some form of education should be on the agenda of nearly every board meeting, whether a presentation by an outside consultant or a briefing by a staff member on developments in the organization’s mission area. A museum board might enjoy a presentation about the way another museum increased attendance. Someone from an affiliate across the country might talk about industry trends. A funder might make a presentation about the need to measure and document outcomes or about factors used to evaluate grant proposals. A government official could provide an update on pending legislation on an issue such as tax deduction for charitable contributions. Or an educational researcher might present new findings related to gender issues in elementary education.

In another approach, board members might be assigned as individuals or as groups to explore certain subjects and then report their findings to the full board. For example, an adult literacy board preparing for a strategic planning retreat might assign a group of board members to dig up statistics on changing demographics and employment issues. The board of a local YMCA might assign several of its members to gather and present information about financing options for a major renovation of the facilities.

Whatever approach is chosen for particular topics, set aside time for discussion. Rather than just asking for questions and comments after a presentation, it is usually more effective to ask the board to discuss the possible implications of the information presented, to consider how the topic relates to the strategic plan, or to brainstorm questions that need further exploration.

Some educational activities might need to be conducted in executive session behind closed doors if there is a need for off-the-record information sharing or an exploration of emerging issues or topics of a sensitive nature, such as a possible merger or options that may have legal implications. These sessions will usually include the chief executive. However, the board’s meeting with the auditor to review the annual audit and to learn how to make more effective use of financial statements ought to take place in executive session without the chief executive present. Meeting in private can allow board members to talk more candidly and to raise questions. However, organizations in states with “sunshine laws” will need to ensure that such sessions do not violate the open meetings requirements.

EXPERIENCE SOME HANDS-ON EDUCATION

Field trips are an excellent way to help the board understand the organization’s programs and the needs they address. Having board members see programs and services in action, meet with individuals benefiting from these programs, or travel to the organization’s different sites has a way of making the issues and needs come alive. Participating as a group in one of the organization’s programs will serve the same

purpose. When board members of a public television station staff the phone bank for an evening during pledge week, or board members of a theater company serve as ushers on a Saturday evening, or board members of a homeless shelter put on a holiday party for clients, they not only learn but gain personal satisfaction from making a tangible contribution.

Wise organizations put money in the budget for board development activities. For example, the Association of Fund Raising Professionals, based in Arlington, Virginia, holds frequent workshops across the country to help people learn fundraising techniques and trends. Resources for board education related to the craft of organizational governance include BoardSource, local management support organizations, some colleges and universities, and individual consultants. Such resources can be brought directly to an individual board, but board members can also be encouraged to attend more public events. National and regional associations frequently include workshops related to governance in their conferences. In collaboration with local partner organizations, BoardSource sometimes holds workshops in different parts of the country on a variety of subjects, providing board member training and opportunities for board members from different organizations to meet and share ideas. The BoardSource annual Board Leadership Forum brings together board leaders from around the country to learn about latest developments in nonprofit governance and to learn about the experience of other boards.

MAKE THE BEST USE OF TECHNOLOGY

More and more boards are keeping connected electronically. Many are putting money in the budget for laptops, modems, and printers for board members who do not already have access to such equipment. Some boards may only consider nominating individuals who can communicate electronically. Computers are used for information sharing on issues, updates, and routine decisions, among other things.

New technologies can free the board to do what authors Chait, Holland, and Taylor refer to as the “new work of the board” — discovering the issues that really matter, establishing institutional priorities, and having meetings driven by goals rather than established procedures. The following are examples of information technologies that can help keep the board connected and can contribute to the education of the board:

- **Teleconferencing** can bring together groups of board members for discussions between meetings, but it is not always a good idea to use this medium for conducting larger meetings.
- **Distance-learning programs** via the Internet or satellite technologies can be used for board orientations and leadership training.
- **E-mail**, particularly for boards that are spread out across a state, the country, or throughout the world, may be the most cost-effective way of staying in touch between meetings. By now, even for the technologically challenged, e-mail is no longer unthinkable. It can greatly speed up a board's ability to communicate and provide quick feedback on issues. However, important or lengthy board discussions should not be relegated to e-mail communication, but rather reserved

BOARD EDUCATION ACTIVITIES AND RESOURCES

The following are ways that boards can incorporate board education on a regular basis:

- Invite outside consultants or internal experts to discuss trends in the organization's mission area, the community, or the larger society.
- Conduct a periodic review of how the mission statement is related to the organization's programs and services.
- Present special board training workshops on topics such as fundraising, planning, and finances.
- Distribute articles, videos, CDs, and links to Web sites that individual board members may view at home.
- Plan a discussion on a facet of the board's operations, such as the committee structure, the content and conduct of board meetings, or how to increase board diversity.
- Promote team building by scheduling and carefully planning a board retreat that combines educational activities with work and social interactions.
- Attend governance workshops offered by management assistance providers or other experts.
- Create a well-crafted Web site with links to other sources of information related to the mission or guidance about governance policies and practices.

for face-to-face meetings. The board should also establish a policy on what kinds of topics and decisions the board should address online.

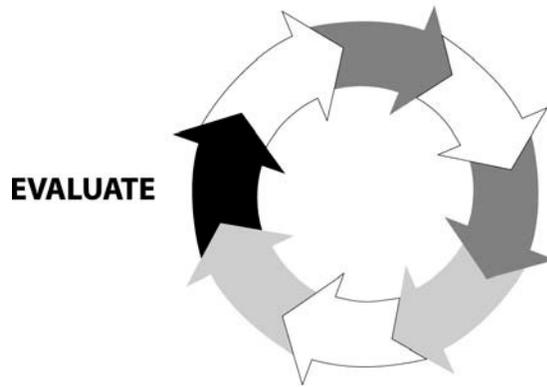
- **Listservs** and chat technology are online vehicles for engaging like-minded people in issue-oriented conversations and can benefit an organization's membership as well as its board. While this technology can be slower in achieving responses, it can also allow for better information distribution between board meetings.
- **Web sites** can engage board members and help keep them apprised of an organization's programmatic accomplishments. In addition, some organizations designate special password-protected areas of their Web sites for specific communication to board members, making information available to the board when it is needed. This site may include links and information about the community or industry, new developments or regulations affecting the nonprofit sector, or internal documents for the board's review.

New technologies can provide opportunities for learning and for the exchange of ideas and information, but they can never replace the human factor that the board experiences in face-to-face interactions. This is particularly true when a board consists of a wide diversity of perspectives and backgrounds where members may not express themselves in the same way, share the same assumptions, or define words in the same way. What one person might perceive as a rude brush-off, another might consider being admirably succinct.

STEP 6: ACTION STEPS

- Build in opportunities for the board to expand its knowledge, awareness, and understanding.
- Educate board members on external issues that might affect the organization and the mission as well as on specific board functions.
- Make information readily available to board members through e-mail or on a password-protected Web site.
- Organize activities that get board members involved and teach them things outside of the regular boardroom context.

Step 7: Evaluate



Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization.

*— The Source: Twelve Principles of Governance That Power
Exceptional Boards*

ASSESS THE BOARD'S PERFORMANCE

There is no such thing as a board that has “arrived” that cannot or should not continue to grow. This is particularly true now when every organization exists in an environment of almost constant change and challenge. To serve as effective leadership bodies, boards cannot afford complacency. Wise boards take time for regular check-ups to discover ways to strengthen their performance. Using regular board meeting evaluations, formal self-assessments, and feedback from outside consultants, these boards keep discovering ways in which to increase their value to the organization and to their own members.

EVALUATE BOARD MEETINGS

Since conducting effective board meetings is critical to effective board performance, every board ought to institute a practice of regular board meeting evaluations. It takes just a few minutes at the end of the meeting to fill out feedback forms or for a quick round of member comments about what worked well and what might need improvement. Generally, the feedback should relate to whether the meeting dealt with issues of substance and strategic importance, whether it was run efficiently and whether it used board members' time wisely. Was the agenda well organized? Did

members receive background materials in advance? Did the meeting begin and end on time? Was everyone's voice heard, or did a few members dominate the discussion? Were issues discussed and debated, or did the board mostly listen to reports from staff and/or committees? Was something achieved?

To get quick feedback at the end of a meeting the chair might ask everyone to complete these two phrases: "The thing I most liked about this meeting was" and "One thing that could have improved this meeting was" This exercise asks for board members to write down their responses on index cards and then either to read their responses aloud or simply hand them in at the end. It is sometimes very useful to hear everyone's immediate feedback to identify whether there is general consensus or whether the board is divided on what is or is not effective.

To make effective use of meeting evaluations, a board could start out by determining what would constitute a very good board meeting. A list of such characteristics can then easily be turned into a simple board meeting evaluation form. After collecting the completed forms at the end of a meeting, the chair compiles the responses, and if necessary, takes corrective action in planning the next meeting. The chair also provides a summary of the feedback before the next meeting so that everyone is reminded of the board's commitment to make more effective and efficient use of the time together. A sample board meeting evaluation is found on page 59.

Developing and implementing a set of board meeting agreements also supports the chair in conducting effective meetings. For example, the agreement may state that a few people are not allowed to dominate a discussion. The chair can then enforce this with a comment such as, "We've heard Robert's and Keith's opinions, but let's find out what the rest of the board thinks. I am going to go around the table and ask each of you to briefly state how you see this issue." By holding the board to its own set of standards, it can usually see significant improvements in meeting culture and in the level of satisfaction among board members.

CONDUCT A BOARD ASSESSMENT

A more thorough assessment of the board's performance in all areas of its responsibilities should take place every two to three years. It should review how well the board has carried out its responsibilities and therefore how well it has served the organization and, equally important, how it could do better. The assessment should examine the composition of the board, how well the board identifies and recruits new members, whether it has a good relationship with its constituents and the chief executive, whether the committee structure works, and whether the meetings are well run. In addition, some important questions the board should answer include the following:

- To what extent are board members clear about the roles and responsibilities of the board?
- Are board members familiar with and in support of the current mission statement? Is the current mission statement appropriate for the organization's role in the next two to four years?

- Has the board been engaged in establishing the organization's strategic direction? Does the board have a strategic vision of how the organization should be evolving over the next three to five years?
- Is the board knowledgeable about the organization's programs? Is there an effective process for tracking program performance?
- Does the board understand the financial resource strategy for the organization? If the organization engages in fundraising, do all board members make a financial contribution to the organization or participate in fundraising activities and solicitations?
- Does the board ensure that the budget reflects the organization's priorities established in the strategic or annual plan? Are there appropriate financial controls set in place? Has the board established appropriate investment policies? Risk management policies?
- Does the board regularly assess the chief executive's performance? Has the chief executive's compensation been determined in an objective and adequate manner? Are there clear divisions between board and staff roles?

Particular times when board assessments can be especially critical are

- in the early stages of the organization's life, especially when the organization has hired staff after having been largely volunteer-run;
- when there is some confusion about which responsibilities belong to the board and which to the staff;
- during changes in leadership (either on the board or in the chief executive position); and
- in connection with strategic planning.

To start the board thinking about assessing its performance it is sometimes a good idea to begin with a brief mini-assessment, such as the one found on page 60. The mini-assessment provides a quick look at whether board members perceive the board's performance in the same way and whether they think the board needs to strengthen its performance in any particular areas. However, the short form does not adequately spell out what the board does to fulfill its responsibilities in each area and may present the board with a glossy picture of its performance. Responses should be tallied and the results discussed with the board. Ideally, a mini-assessment will serve as a catalyst to a full scale self-assessment.

Board assessments are not meant to be report cards. They are designed to serve a developmental purpose, to assist the board in identifying ways to strengthen its performance. For that reason, the key component of the assessment is the board's *self-assessment*. The initiative for a board self-assessment may come from the governance committee, the chief executive, the chair, or any member of the board who has heard how such a process can help boards improve. Once the board agrees to undertake the assessment, it needs to decide what kind of instrument to use for gathering feedback from its members and identify who will be responsible for

collecting and compiling responses. All members of the board are then asked to complete the assessment survey and should be encouraged to be completely forthcoming in their opinions. Most boards prefer to keep responses anonymous in order to encourage candid responses. Board members' responses are then compiled in a report that should give a fairly accurate impression of how the board views its performance. The report will indicate areas of consensus and areas where board members differ about how well the board is doing in exercising its responsibilities. The assessment should culminate in an extended board session or a retreat where the board has time to discuss and identify steps toward increased effectiveness.

Many boards invite an outside governance consultant to facilitate the assessment process. This helps provide a wider perspective on the board's performance and brings fresh ideas to the board's efforts to strengthen its operations. The consultant can collect and summarize board member feedback, seek the chief executive's perspective on how well the board is doing in the various areas of responsibilities, and facilitate the board's discussion of its assessment report. A consultant knowledgeable about nonprofit governance can add valuable insights and assist in developing strategies for improvement.

OUTCOMES OF THE ASSESSMENT PROCESS

Board assessments can serve a number of functions: They can measure the board's progress, identify areas that need improving, and establish goals for the future. They can also remind members of their responsibilities as board members and help reshape the board's operations. Discussion of the results can also help the board to build trust and facilitate communication among its members and the chief executive. Board assessments represent time and effort well spent and, in the long run, can save money by making better use of limited resources and helping to ensure the organization's health and viability in a changing world. BoardSource publishes several board self-assessment instruments, at least one of which is presented as an online survey (see Suggested Resources on page 76).

Common outcomes of board assessments include

- strategic planning initiatives
- improvements in monitoring program effectiveness
- enhanced board meetings and a more effective use of committees
- improvements in the process for reviewing the chief executive's performance
- strategies for more intentional board recruitment
- establishment of a governance committee and of a more thoughtful nomination process

MEASURE INDIVIDUAL BOARD MEMBER PERFORMANCE

In addition to evaluating the performance of the board as a whole, there is also the question of individual board member performance. Individual assessments are particularly useful when a board member's term is about to end and he or she is being considered for re-election. As the governance committee prepares for an upcoming board election, it is wise to ask each incumbent who is eligible for another term to complete a self-evaluation. This self-evaluation may be based on the board member letter of agreement that members signed at the beginning of their term (if any), the board member job description, or the individual board member section of the board self-assessment instrument. The self-evaluation and a subsequent conversation with the board chair serve several purposes: to assist incumbents in considering whether they ought to stand for re-election, to remind them of their responsibilities if they were to be elected for an additional term, and to help the governance committee determine whether to nominate a member for an additional term.

Because of the current emphasis on accountability and the increased awareness of boards operating as teams, some boards now engage in peer evaluations, particularly in connection with renomination of current members. Peer evaluation forms are usually brief and commonly ask about attendance, preparation, follow-through on assignments, and quality of participation in board discussions and interaction with other board members and staff. Most commonly collected and summarized by the chair, the results are shared with each individual evaluated and also with the governance committee in preparation for possible renomination. Individuals who are evaluated by their peers gain valuable insights into how they are perceived by others and have the option of modifying their behavior accordingly. However, because board members serve on a voluntary basis, many may feel uncomfortable or resentful of being held up for judgment by their peers. For this reason, the practice of peer evaluation is still fairly uncommon.

STEP 7: ACTION STEPS

- To help promote the board's continuous growth and improvement, take time to reflect on the board's performance and that of individual members.
- Establish criteria for what the board considers to be an effective meeting and then regularly evaluate meetings based on these criteria.
- Conduct a full-scale board assessment every two to three years. Invite an outside facilitator to assist the board in determining how to use assessment results to strengthen its performance.
- Consider administering self-assessments to board members seeking re-election.

BOARD MEETING EVALUATION FORM

To assist the board in making effective and efficient use of board meeting time, please take a couple of minutes to fill in this questionnaire and leave it on the table before you depart.

		OK	Needs Improvement	Suggestions for Improvement
1.	The agenda focused on issues of long-term importance, was supported by the necessary documents.			
2.	The meeting materials were circulated in sufficient time prior to the meeting.			
3.	All board members were prepared to discuss materials sent in advance.			
4.	Reports were clear and contained needed information.			
5.	We avoided getting into administrative/management details.			
6.	A diversity of opinions were expressed and issues were dealt with in a respectful manner.			
7.	The chair guided the meeting effectively.			
8.	Members participated responsibly.			
9.	Next steps were identified and responsibility assigned.			
10.	A substantial majority of board members were present.			
11.	The meeting began and ended on time.			
12.	The meeting room was conducive to work.			
13.	I am glad I came. It was a worthwhile use of my time.			

MINI BOARD SELF-ASSESSMENT SURVEY

Review the list of basic board responsibilities. Indicate whether, in your opinion, the board currently does a good job in an area or whether the board needs to improve its performance.

	DOES WELL	NEEDS WORK	NOT SURE
Organization's Mission			
Do we use it as a guide for decisions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Does it need to be revised?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Strategic Planning			
Do we have a clear sense of direction? Have we approved major goals?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Have we established measurements for monitoring progress?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Program Evaluation			
Do we have criteria for determining program effectiveness?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Financial Resources			
Do we understand the organization's income strategy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Do all board members participate actively in fundraising efforts?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Fiscal Oversight and Risk Management			
Does the budget reflect our strategic priorities?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Do we have a firm understanding of the organization's financial health?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Relationship with the Chief Executive			
Is there a climate of mutual trust and respect between the board and the chief executive?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Does the executive receive a fair and comprehensive annual performance review?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board-Staff Relationship			
Do all board members refrain from attempting to direct members of the staff?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Do board and staff treat each other with respect?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Public Relations and Advocacy			
Are all board members actively promoting the organization in the community?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Do we understand the organization's public relations strategy?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board Selection and Orientation			
Does the board have the necessary diversity of perspectives and other resources needed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Do new board members get an effective orientation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board Organization			
Do board meetings make effective use of the time and talents of board members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Do our committees contribute to the effective functioning of the board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>