American Council of Learned Societies
President-E.D. Leadership Seminar
Monday, September 9, 2019, 9:00 a.m.– 4:00 p.m.

Facilitated by Bruce Lesley
President, Nonprofit Strategic Directions

Shared Leadership/Governance Seminar
“commit to being intentional about governance” --- Orlikoff

Nonprofit Strategic Directions

Exceptional

Responsible

Functional

Dysfunctional
Our Agenda

The People—President & ED as Coaches or Mentors

The Work—President & ED as Experts

The Culture—President & ED as Facilitators or Designers
Society Terminology

- Directors/Trustees (“class of...”): Elected leaders, At-large, Ex-officio, Advisors (“to Executive committee”)

- Decision-making bodies hierarchy (“reserve powers” in Constitution/Bylaws)
  - Membership (Individuals or Institutions or …), then 1 or 2-tier
    - Larger representative body (e.g., Legislative or Delegate Assembly)
    - Smaller representative body (e.g., Board, Executive Board/Committee, Executive Council)
      - Governance-oriented committees
      - Society-oriented committees or boards (e.g., Program work, Policy, Publications)
      - Member interest bodies (e.g., Caucuses, Forums, Sections, Councils, Divisions, Chapters, Regional Networks, Affinity groups)

- Executive Director (“co-“)/Executive Secretary = Chief Executive
- Other?
“Exceptional boards govern in constructive partnership with the chief executive, recognizing that the effectiveness of the board and chief executive are interdependent.”
## Reframing the Leadership Partnership

<table>
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<tr>
<th>E.D. Engagement/Strength</th>
<th>President/Board Engagement/Strength</th>
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</table>
| **E.D. is Displacing Pres/Board**
*GOVERNANCE AS OBSERVATION* (ornamental board, rubber stamp board) | **Pres/Board & E.D. are in Constructive Partnership**
*GOVERNANCE AS LEADERSHIP* |
| **Pres/Board & E.D. are going through the Motions**
*GOVERNANCE AS ATTENDANCE* | **Pres/Board is Displacing E.D.**
*GOVERNANCE AS MICROMANAGEMENT* (subordinate executive) |
Build a Constructive Partnership

- Role clarification (e.g., orientation)
- Trust & respect
- Communication (e.g., KPAWN)
- Performance feedback
- Executive sessions
President & ED Roles

President/Board Chair

- Focus Board & Society on “meaningful” work, engage capitals
- Represent the Society with selected audiences
- Be the linkage between the board and Executive Director
- Facilitate engaged meetings, mediate troublesome members
- Adhere to “Principles before personalities”

Executive Director

- Manage the org/staff in accordance with Board policies
- Represent the Society with selected audiences
- Be the linkage between board policy decisions and the staff
- Support all governance bodies with administrative support
- Provide strategic information, ideas, perspectives, connections

Ask Good Questions!
If board understands role and is able to act collaboratively as a team toward shared goals, then it has a more positive impact on org performance!
Leadership Team Communication Questionnaire

1. I think we need to check in with each other ...

2. My order of preference for our communications is ...

3. What I value in a working relationship is:

4. One communication challenge I find in my position at this point is:

5. How do we determine who communicates to what audiences on which content?

OPTIONAL: In my opinion, other important elements to building a positive working relationship are:
Full Board Member Engagement

Values congruence

Task ownership

Perceived ability

Trust and safety

ENGAGEMENT

Situational Constraints

Group Dynamics

Discussion & Decision-making

Antecedents to board member participation; W. A. Brown, Nonprofit Governance, Routledge
Why Diversity, Equity, and Inclusion Matter

Diverse orgs are more likely to attract more diverse involvement.

Heterogeneity promotes creativity and innovation.

Best orgs harness a variety of skills, perspectives, backgrounds and resources to meet challenges.

Ensure Shared Understanding & Values

A New Recruitment Philosophy

Action & Accountability

1. What are we trying to accomplish?
2. Who do we need in the boardroom?
3. What is our leadership pipeline?
4. How are we onboarding & engaging?
5. How do we assess impact?
THE WORK
Types of Deliberations, Decisions, and Actions

“To govern (lead) is to steer, to control, and to influence or persuade from a position of authority.” BoardSource

Advocacy (relationships ⇒ resources)

Strategic (＆ “Intellectual policies”)
Form of Decisions

“Board Decisions Should Predominately be Policy Decisions (governance & profession)

(1) Ends vs. Means
(2) Executive Limitations
(3) Board-Staff Linkage
(4) Governance Process”

Or, on-going Charges…

• “Determine the threshold below which you can accept any reasonable interpretation of the decision just made.
• Decide the largest issue in a given category before smaller issues in that same category.
• Board members join rank behind any decisions.”
Fiduciary: Oversight & Inquiry

- Ensure legal compliance
- Ensure mission impact
- Fiscal accountability
  - Budget
  - Income and Expense Statements
  - Balance Sheet
  - Audit
  - 990 Form
- Ensure sound risk management policies
  - Confidentiality
  - Conflict of Interest
  - Copyright
  - D&O Ins
  - Documents Retention
  - Ethics
  - Investment
  - Privacy
  - Prohibition Against Workplace Harassment
  - Succession planning
  - Spokesperson
  - Whistleblower
- Performance Review of the E.D. & Board
1-Share the Passion
- Make a personal commitment
  - Generate interest in org
  - Identify/Build relationships

2-Make an Ask for Involvement
- Will you visit our website?
  - May I have ___ call you about…?
- Will you attend…?
- Can you refer someone?

3-Say Thank You
- Appreciate members, supporters
- Communicate use of resources
Strategic: On-going

- Keep mission and vision relevant
- Follow trends
- Innovate & modify the written plan

- The board is good at adopting and following a strategic plan (A or B grade).
  - 67%

- The board is good at thinking strategically as a board (A or B grade).
  - 64%

- The board is good at monitoring performance and impact against strategic plan (A or B grade).
  - 54%

- Board meetings focus on strategy and policy vs. operational issues (to a great extent).
  - 26%
Additional strategic springboards

1. What is our organization’s mission? Is it clear and focused?
2. What is our organization’s theory of change, and what is the resulting strategy? Is the theory of change logically sound? Is it supported by empirical evidence?
3. Does our organization’s impact evaluation support the theory of change and the resulting strategy? Does it do so cost-effectively?

Commitment to Purpose:
1. Customer Service Culture
2. Alignment of Products and Services with Mission

Commitment to Analysis and Feedback:
3. Data-Driven Strategies
4. Dialogue and Engagement
5. CEO as Broker of Ideas

Commitment to Action:
6. Organizational Adaptability
7. Alliance Building
What is your **strategic agenda**?  ...your biggest Society challenges that rise to the level of the board’s attention?

1. Advocacy?
2. Board/member engagement?
3. Collaborations or Mergers?
4. Conflicts among members/groups?
5. Federal funding?
6. Public policy/issue statements
7. Membership size? Member needs changing?
8. Publishing issues?
9. Re-branding?
10. Reduced budgets?
11. Strategic direction?
12. Social media use?
13. Younger scholars?

(3+12) 5
## Strategic Sharing Groups

### Group A
- American Academy of Religion
- American Anthropological Association
- American Sociological Association
- Archaeological Institute of America
- Renaissance Society of America

### Group B
- Association for Jewish Studies
- Society for Ethnomusicology
- American Society for Eighteenth-Century Studies
- Middle East Studies Association

### Group C
- Modern Language Association
- American Historical Association
- Latin American Studies Association
- National Communication Association

### Group D
- Linguistic Society of America
- Society for Cinema and Media Studies
- Society for Classical Studies
- American Schools for Oriental Research

### Group E
- American Society for Environmental History
- Bibliographical Society of America...
- American Folklore Society
- Society for Music Theory

(5X8 = 40+5)
Governance Modes

“The framework within which issues will be viewed and decided is often tantamount to determining the results” Jeffery Pfeffer, Stanford University
### Catalytic Questions

- What will be different with the next generation of Society members?
- What new technologies will our discipline or members be using?
- What has a like org done successfully that we would not choose to do as a matter of principle?

### Retrospective Thinking

What are our org’s successes or setbacks with collaborations? What does this mean to future partnerships as a strategy?

### Generative Discussion

### Future-Perfect History

It is 2025 and our group is being recognized as the most member-responsive Learned Society in ACLS! This feat could not have happened if this board of directors had not ________.

Five years from today, what will the org’s key constituents consider the most important legacy of this current board?

### Dominant Narratives

How do you trace the organization’s past governance trajectory or saga? What does it mean that the board has evolved this way?

...
Generative Results
Framing the Big Issues (within the big issues)
# Convert F³ to Strategic and Fiduciary Modes

<table>
<thead>
<tr>
<th>Attribute</th>
<th>Generative Mode</th>
<th>Strategic Mode</th>
<th>Fiduciary Mode</th>
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</thead>
<tbody>
<tr>
<td>Board’s principle role</td>
<td>Sense maker</td>
<td>Strategist</td>
<td>Sentinel</td>
</tr>
<tr>
<td>Problems are to be…</td>
<td>Framed</td>
<td>Solved</td>
<td>Measured</td>
</tr>
<tr>
<td>Key question</td>
<td>What’s the key question?</td>
<td>What’s the plan?</td>
<td>What’s wrong?</td>
</tr>
<tr>
<td>Deliberative process</td>
<td>Robust &amp; playful</td>
<td>Empirical &amp; logical</td>
<td>Parliamentary &amp; orderly</td>
</tr>
<tr>
<td>Way of deciding</td>
<td>Grappling &amp; discerning</td>
<td>Group process &amp; consensus</td>
<td>Protocol &amp; voting</td>
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<tr>
<td>Performance metrics</td>
<td>Signs of learning and discerning</td>
<td>Strategic indicators, benchmarking</td>
<td>Facts, figures, finances, reports</td>
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THE WORK: Structure for Meaningful Work
Structure Quality Board Meetings

INDICATORS OF BOARD MEETING QUALITY

1. Board members are prepared
   - Board Chair Response: 29%
   - Executive Response: 53%
   - Total: 17%

2. Meetings focus on strategy and policy
   - Board Chair Response: 34%
   - Executive Response: 45%
   - Total: 18%

3. Meetings allow time for discussion
   - Board Chair Response: 67%
   - Executive Response: 29%
   - Total: 7%

4. Meetings are well run
   - Board Chair Response: 75%
   - Executive Response: 22%
   - Total: 2%

5. Board receives necessary information
   - Board Chair Response: 78%
   - Executive Response: 20%
   - Total: 2%
Better Board Meetings

From 10 Minutes to Better Board Meetings by the Planned Parenthood Federation of America

1. establish rules of conduct
2. require advance reading
3. timed agendas
4. use consent agendas (68%)
5. focus on deliberation & decision-making (52% <25%

staff or committee reports)
6. involve all Board members
7. make sure facilitator/chair remains neutral
8. hold meetings at suitable site
9. seating arrangements
10. encourage relationship building
11. dashboard (35%)
12. keep finances understandable
13. focus on the mission
14. make the most of the minutes
15. Members learn from others
16. have fun
17. encourage reflection
18. get help when you need it
19. encourage open communication
20. join rank/confidentiality
21. focus on strategy or policy rather than operations (35%
great extent)

Nonprofit Strategic Directions

6 assess recent meeting, then design next 7
Structure better committees and practices? (Standing, Ad Hoc, Task Force, Board, Commissions, Assemblies, Caucuses, SIG)

Board of Directors

- Governing committees?
  - Executive 76%
  - Finance or Finance/Audit 76%
  - Governance, Nominating, or G/N 70%
  - Membership 41%?

- ED
  - ✓ Zero-based
  - ✓ Written charters
  - ✓ Actions or recommendations
  - ✓ Leadership
  - ✓ Assess performance
  - ✓ No “shadow” boards

- Working committees?
  - Education topics?
  - Professional/Public Policy topics?
  - Professional Development?
  - Program/Conferences?

Nonprofit Strategic Directions
Other Structure Issues

- Agendas, Meetings, Committees
  - Size?
  - Terms & Term Limits?
  - Officers, Committee Chairs?
- Cultivation, Encouraging/Recruiting, On-boarding/Orientation
- Technology Support (e.g., electronic voting, dedicated website)?
THE WORK: Assess Performance

- Celebrate Board accomplishments
- **Board Self-Assessment**
- Committee Assessment
- Meeting Evaluations
- Director Expectations
- CEO performance evaluation
- Governance Dashboard
“CULTURE eats strategy for Breakfast” P. Drucker

Unhealthy Boards are Marked by:

- Dominant inner circle
- Individual convictions
- Close-minded speakers
- Back-channel agitation
- Opacity
- Seepage
- Disengagement
- Disregard and distrust
- Ambiguous expectations

Healthy Boards are Marked by:

- Distributed influence
- Collective wisdom
- Open-minded listeners
- Constructive dissent
- Transparency
- Confidentiality
- Diligence
- Respect and trust
- Clear expectations
- Mutual accountability

If you have rated any aspects of your culture lower than desired, What possible changes could improve the situation? Or conversely, What improvements might strengthen those positive norms or values that you already exhibit?
CEOs Agree/Strongly Agree on these Board Culture statements

- Listen attentively & respectfully: 90%
- Encourages innovative suggestions: 88%
- Clear vision that inspires: 85%
- Put org interests above personal interests: 85%
- Able to resolve internal conflicts: 78%
- Honest communication: 79%
- Success is celebrated: 80%
- Share core values that guide decisions: 75%
- Collaborative team: 75%
- Share accountability: 55%
- Own further learning and growth: 52%
- Social time: 49%
- Encourages higher performance: 45%
Provide Oversight
- Independent-Mindedness
- Ethos of Transparency
- Compliance with Integrity

Establish Strategic Direction
- Constructive Partnership
- Mission Driven
- Strategic Thinking
- Culture of Inquiry

Results-Oriented

Ensure the Necessary Resources
- Sustaining Resources
- Revitalization

Structure
- Intentional Board Practices
- Continuous Learning
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<thead>
<tr>
<th>Priority</th>
<th>Action Items: FIDUCIARY Alignment</th>
<th>Who</th>
<th>When</th>
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<td>1. ...</td>
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Thank you!

Bruce Lesley
703.476.6338
BruceLesley@msn.com