

Board Member Pledge

I, _____, recognize the importance of my responsibility as a member of the Board of this organization and hereby pledge to serve to the best of my ability and with integrity as I carry out the duties and obligations of a member of the Board.

I further recognize that my role as a Board member is to aid in defining the organization's mission, and to govern the organization toward fulfilling that mission. I also recognize that my responsibility includes the functions of a Board member as stated in the organization's bylaws.

I Pledge:

- ◆ To make attendance at all Board meetings and committee meetings a priority.
- ◆ To prepare for meetings and be ready to discuss the issues and business on the agenda.
- ◆ To work with my peers, respecting their opinions regardless of my own.
- ◆ To always act in good faith for the good of the organization and the community.
- ◆ To support the organization by representing the organization in a positive manner at all times.
- ◆ To follow established parliamentary rules and conduct myself in a courteous fashion.
- ◆ To avoid intruding into management issues that are not the responsibility of the board.
- ◆ To avoid conflicts of interest.
- ◆ To support the actions of the Board of Directors regardless of personal opinion.
- ◆ To participate on committees, task forces or in planning activities as called upon.
- ◆ To seek out board development and personal boardsmanship training to enhance my abilities.
- ◆ To resign my position on the Board if for any reason I cannot continue to contribute to the best of my abilities or find myself in a position detrimental to the organization.

Signature

Date

Successful boards assess the effectiveness of their organization and evaluate chief staff officers. They should also perform a self assessment. Some sample questions for assessing the performance of a board and individual board members are provided in the following forms.

BOARD ASSESSMENT

Policy Making:

Board activities are confined to policy

yes no

All management activities are delegated

yes no

The board reviews bylaws and policies annually

yes no

Board Responsibilities:

Each board member has a copy of a job description

yes no

The Board understands its legal responsibilities

yes no

Board members speak positively in public

yes no

The board holds yearly self evaluations

yes no

Committees only meet when there is work to do

yes no

The full board evaluates the chief staff officer

yes no

Board members are recruited for skill and knowledge

yes no

New members receive meaningful orientation

yes no

Planning:

The board has a long range plan

yes no

BOARD MEMBER SELF-ASSESSMENT

I prepare adequately for board meetings

yes no

I participate in board meetings

yes no

I work cooperatively with the chief staff person

yes no

I support majority decisions

yes no

I listen to all sides before making a decision

yes no

I respect those who differ in opinion

yes no

Focusing on the Vision

By Robert Johnson

With integrity, collegiality and care, tens of thousands of water utility boards and councils are fulfilling their roles. As this magazine carefully details, the role of the governing body is to focus on the development of a vision and policies that govern the implementation of institutional plans and purpose. As you know, this role is very different from the chief staff officer (CSO), who determines the means of implementation.

While we may all agree in theory on the separate tasks of the governing body and the staff, reality has a way of rearing its ugly head at some point in our lifetime. Although I would like to say that I am immune from confusing this issue, I also serve on a multitude of boards. It is very difficult to stop managing when that is what you do for a living. So I realize that sometimes in my role as a volunteer, I am more comfortable giving orders about implementation and focusing on the details that I am concentrating on the big picture and creating a vision and policies. From my personal experiences, let me offer you my assurances that from the governing body, you cannot manage the utility better than your chief staff person can.

From a manager's position let me encourage you to continue to offer advice to your CSO, but do not expect it to be followed. If your CSO always follows your advice, fire him or her because your CSO is not thinking on his or her own. Management requires amassing the data, analyzing it, drawing conclusions, determining several possible solutions, and implementing the one that appears the best at the time. I have yet to meet a board member who is on top of the utility business sufficiently to know enough of the details and variables to be able to make these difficult business decisions on their own. Why? Because this is not the business of the board or the council. Don't demean the office of the governing body to that of the staff. The governing body has more important business to do.

What is their important business? The ten major responsibilities of a board, according to the National Center for Nonprofit Boards are:

1. Determine the organization's mission and purpose.
2. Select the Executive.
3. Support the Executive and review his or her performance.
4. Ensure effective organizational planning.
5. Ensure adequate resources.
6. Manage resources effectively.
7. Determine and monitor the organization's programs and service.
8. Enhance the organization's public image.
9. Serve as a court of appeal.
10. Assess its own performance.

The obligations of board and council services are considerable, yet the flexibility is also considerable. Volunteer service for local governance is at the heart of what has made our country great. Local people making local decisions for the betterment of their communities is what America is all about. It is also why America serves the best drinking water in the world. ♦

Robert Johnson is the CEO of the National Rural Water Association

Doing the Board's Business

takes Courage, Commitment & Responsibility

By Joe Palmer

The Board of Directors of an organization is responsible for establishing the operating policies of that organization. The board does not operate the agency, it simply establishes policy. It is left to the staff, headed by a CEO, Chief Staff Officer, or manager to implement the policies of the board. In other words, the board determines what is to be done and the CEO, Chief Staff Officer, or manager determines how it is done. A full appreciation of the distinction is essential to board members and employees alike. Each must know and respect the role of the other because each has complete responsibility within a specific area of activity. Staff must never set policy and board members should not "meddle" in day-to-day staff activities.

By fulfilling the role of policy maker, the board assumes total responsibility for the successes and failures of the organization. This responsibility is to the membership. It cannot be shifted or delegated to anyone else. It lies with the board as a group and with the individual members of the board. It is both legal and moral. It can be avoided only by leaving the board. These are sobering thoughts that every board member must fully understand and accept.

Board members serve two masters; the people that chose or elected the member to the board and the larger organization represented by the board as a whole.

This will inevitably, at some point, create a problem for the individual board member. Do you vote for the best interests of those who put you on the board or for the interests of the larger organization? There is no magic solution to such a dilemma. The member must evaluate the evidence or facts associated with the question and vote the dictates of his or her conscience.

On most such occasions, setting politics aside, a vote for the larger organization will eventually be in the best interest of all concerned. This discussion raises a more fundamental question, however, of personal courage and commitment.

A basic obligation of every member is to vote his or her conscience on each issue.

A basic obligation of every member is to vote his or her conscience on each issue. A board member without the personal courage and character to do so is not worthy of a seat on the board. Every issue should be evaluated on its merits and the member should draw a conclusion from that analysis. Once that conclusion or decision has been reached the member should be willing to support that position in subsequent discussion or debate and should vote that position when the question is called. In some cases, the member will be on the losing side or will be voting with members he or she normally opposes. That's good! That demonstrates the courage of one's convictions and can only result in greater admiration and respect from other members of the board. In short, stand for what you think is best, support it and vote for it whether you win or lose. As the saying goes, "Let your conscience be your guide." If you do so, you will seldom be wrong.

So much for the responsibilities of the board and its individual members. The major thrust of this article centers on how boards should accomplish the basic mission of establishing policy or just "doing board business." That is a very broad subject and cannot be fully dealt with in a single article. Thus, there will be an attempt in following paragraphs to address only those issues considered most pertinent.

Board Meetings

Only the board, acting as a unit, can establish policy. Individual members, committees or other small groups of directors have no legal authority to make policy. To be legal, policy matters must be decided by the board in a properly called or scheduled meeting and in accordance with the bylaws of the organization. In many states, statutes known as "sunshine laws" dictate that every public body conduct its business in an open and accessible setting, that no actions be taken in private and that the public be made aware in advance of meeting time and place. If such laws exist in your state, become familiar with them and stay in compliance. Penalties can be severe.

From the foregoing it should be obvious that a board of directors can only conduct business at an official meeting. In many cases, boards meet monthly at a place and time that is considered routine. Since most board members are volunteers, it would seem desirable to structure and conduct these meetings as efficiently as possible.

What makes a board meeting effective? All board meetings should be conducted in accordance with the bylaws of the organization and in accordance with some established set of parliamentary rules. Even then, the meetings might not be effective without other preparation.

Agendas

The most fundamental requisite of an effective meeting is to follow a predetermined agenda. This is normally prepared by the chief staff officer and the chairman at least ten days in advance. It should be mailed to each board member at least a week in advance of the scheduled meeting's date accompanied by other items which will be discussed later. This informs individual members of the topics to be discussed and allows ample time for the members to assemble facts, ask questions and form an opinion on each item.

Once the agenda has been published it should be followed at the meeting. Items on

the agenda should be taken up in the order listed and discussion of items not on the agenda should be strongly discouraged by the chair.

Minutes of meetings are the official and legal record of board actions and are usually the only historical record of the organization.

Usually, the first item of business on an agenda will be approval of the minutes of the previous meeting. This is often done as a formality with little attention being given to the accuracy of those minutes. A word of caution is in order for any board which falls into this habit. Minutes of meetings are the official and legal record of board actions and are usually the only historical record of the organization. As noted earlier, boards of directors establish policy. Those policies must appear in writing in the minutes or they will not be binding and are not likely to be implemented. Minutes will also be used as a source document by any person or group mounting a legal challenge to the board's actions. Minutes must be accurate! Each member can do his or her part by receiving the minutes and ensuring that they accurately reflect events of the previous meeting.

After the board approves the minutes, they should be signed by the chairperson and the secretary. They are then an official part of the historical and legal records of the board and should be treated as a valuable asset.

Conducting the Meeting

The discussion of agenda items must be controlled by the chair. As noted above, items should be taken up in the same sequence as listed on the agenda. Everyone wishing to speak on an issue should be afforded the opportunity to do so. However, the chair must insist that all statements be pertinent to the item under discussion and that statements be reasonable in length.

It is the responsibility of the chair to maintain order and to keep the meeting moving smoothly. This requires a firm hand during discussion of any controversial issue. To do this, the chair must

absolutely insist that no person speak until recognized by the chair. If it becomes impossible to enforce this rule, a short recess would be in order to allow tempers to cool. Upon reconvening, a reminder by the chair of the ground rules usually proves helpful.

Though it is the direct responsibility of the chair to maintain order and guide the meetings, each individual member is personally responsible for his or her actions and participation at the meeting. Specifically, members must respect each others opinion on the subject under discussion. There will be those who disagree with you. Don't overreact! Accept disagreement as being an essential element of free and open discussion. A director, speaking after recognition by the chair, should not be interrupted. Any statement made by the director should be pertinent to the subject on the floor, should be as concise as possible and should not be repetitive in nature. In short, treat others as you like to be treated. — with respect and tolerance. This will shorten board meetings and gain you the respect of fellow directors.

On rare occasions, perhaps for elections of officers, a written ballot may be in order.

Once an issue has been thoroughly debated, the chair will call for a vote. Normally, a simple voice vote will be satisfactory. However, if the voice vote appears to be close, a show of hands or a roll call vote would be in order to accurately determine whether the motion passes or fails. On rare occasions, perhaps for elections of officers or when taking sensitive personnel actions, a written ballot may be in order. This technique requires additional meeting time and should not become the routine way of doing business. It should remain the exception, not the rule.

The Board & the Chief Staff Officer

Another caution is probably in order. Don't meet without your chief staff officer. The person occupying that position is usually more

knowledgeable on issues than anyone else, including board members. To exclude that person from a meeting denies you the benefit of that knowledge and expertise. Secondly, it degrades the position and indicates a lack of confidence by the board in the chief staff officer. This seriously undermines the authority of the incumbent in that position and makes that task of supervising other employees much more difficult.

In most cases the only time boards meet without the chief staff officer is when one or more board members have a grievance or criticism against the person occupying the position and are unwilling to discuss it face-to-face. This demonstrates a lack of personal courage and a lack of appreciation for basic personnel management principles. The chief staff officer works directly for the board. The person filling that position should be evaluated and counseled routinely. That's your responsibility to the board's principal employee. This might be done by the Chairman or by a personnel committee which receives input from all board members. Certainly if evaluation and counseling are negative over a period of time, termination of employment should not be unexpected by any of the parties. On the other hand, if the employee is being accused of a specific act of omission or commission, he or she should be afforded an opportunity to present a defense. In either case, a straightforward professional approach is preferable to taking action behind closed doors.

Committees

Every board of directors should make full use of a committee system. This saves valuable board meeting time, often results in better decisions and gives individual board members on the committee an opportunity to explore subjects in greater detail.

Committee reports are normally placed near the end of the agenda for convenience but can be taken up at anytime. The reports are usually made verbally by the committee chair with supporting written documents having been mailed out with the agenda packet. The committee report may or may not include specific recommendations for action. Based on its mission, a committee could simply ascertain the facts on a particular subject and draw conclusions from them. After full

discussion, it is appropriate for the board to approve or disapprove this type of committee report in its entirety. However, if a committee report includes specific recommendations for action, a different board approach is required.

A committee report containing multiple recommendations should not receive blanket approval. Each recommendation should be discussed separately and voted up or down. This leaves no doubt, for the record, as to the intentions of the board and results in fewer questions from the employees.

There are two extremes in dealing with committee reports. Some board members simply cannot accept the work of others as being valid and raise innumerable questions about details of the committee's actions and the report. The other extreme is to assume that the committee's recommendations are

mandatory in nature. The best course of action obviously falls between these radical positions. The guiding principle to remember is that:

- ◆ Committees recommend
- ◆ Boards approve or disapprove
- ◆ Staff implements

Conclusion

Good boards consist of good directors who are dedicated to serving their constituents, attend meetings, do their homework before the meeting, have mutual respect for each other's positions and participate in formulating board policy. Add to this a chair who is knowledgeable and a good leader and you have the recipe for conducting the Board's business with courage, commitment, and responsibility. ◆

Joe Palmer is the President of NRWA