Learning Objectives

1. Define board leadership roles and core competencies for leaders that fill these roles.

2. Discuss how to facilitate effective committee meetings and/or board meetings.

3. Identify an action plan for your own next steps in preparing for a board leadership role.
• Set the Scene & Get to Know One Another
• Board Leadership Roles & Board Leader Competencies
• Providing Leadership on Good Governance
• Meeting Facilitation & Navigating Group Dynamics
• Board Leader Mentoring & Succession
• Individual Action Planning
Session Facilitators

Steven Sera
Board Chair, MHC Healthcare
(Marana, AZ)

Guy Simmons
Board Chair, Roanoke Chowan
Community Health Center (Ahoskie, NC)

Emily Heard
Director of Health Center
Governance Training, NACHC
Group Agreements

• Be present and participate fully
• Listen actively
• Be candid
• Be informal
• Share your views respectfully

• Everyone’s wisdom for wisest results
• Confidentiality – what is said in the room stays in the room
• Use the “parking lot”
• Others?
Who is in the Room?
1. In your assigned group, please take a few minutes to share:
   - Your Name
   - Health Center
   - Current Role
   - Desired Future Role
   - Reflecting on the Learning Objectives for the day (slide 3), what you are hoping to achieve by attending the session?

2. Please select one person to report to the larger group on common themes from your group’s discussion
Board Leadership Roles

• Board Chair
• Vice Chair
• Treasurer
• Secretary
• Committee Chair(s)
Definitions

Role
• Duties and responsibilities

Competencies
• Knowledge, skills, abilities needed to perform the role
1. Start at the Board Leadership Role assigned to your group. Discuss:
   • What role is filled by your assigned officer/board leader (e.g., Chair)?
   • What competencies are needed to fill that role?

2. When prompted, move to the next role. Indicate agreement with the prior group’s brainstorming by using a ✓, indicate disagreement by using an x, add only new ideas and thoughts as text.

3. Keep rotating until you reach the role you started with. This is when we will share ideas as a large group.
Board Chair Role

Role
• Leader of the board
• Focuses on governance
• Develops and supports board as cohesive, effective team; fosters positive culture
• Facilitates effective board meetings
• Builds consensus
• Serves as a role model for the board
• Takes leadership in building strong partnership with the CEO
• Develops effective meeting agendas with CEO
• Ambassador

Adapted from: Board Chair/CEO Partnership: Creating a Culture of Collaborative Leadership (P&I 2018)
Board Chair Competencies

- Committed to good governance
- Relationship and interpersonal skills
- Trustworthy
- Understands components of effective meetings
- Facilitates board meetings ensuring all voices are heard
- Good listener
- Can handle conflict/group dynamics
- Strategic, can see the big picture
- Can manage confidential communication
- Able to partner with CEO effectively
- Able to lead various processes
- Passionate about health center mission and strong knowledge of health center
- Able to work with diverse stakeholders
- Able to promote positive culture
- Willing to make the time commitment
- Able to mentor future leaders

Adapted from various sources including: Yvonne D. Harrison, “The Best and Worst of Board Chairs,” Nonprofit Quarterly (December 21, 2012); Board Chair Succession Webinar by Kimberly McNally (NACHC, 2018); BoardSource, “Board Officer Responsibilities and Qualifications.”
Vice Chair

Role
• Fills in when chair is not able to carry out duties
• Support chair
• May attend check-ins with Chair and CEO (if also chair-elect)
• Serve on Executive Committee (if board has this committee)
• Attend all board meetings

Competencies
• Understanding of mission and health center
• Understanding of board’s role
• Willingness to serve in role
• Also see board chair competencies (especially if chair-elect)

Adapted from BoardSource, “Board Officer Responsibilities and Qualifications.”
Treasurer

Role

• Chair Finance Committee
• Present financial information at board meetings
• Answer questions from board members
• Prepare for Finance Committee meetings and provide appropriate support in budget preparation, ensuring investments, etc.

Competencies

• Understands/committed to effective governance
• Understanding of nonprofit financial accounting and financial acumen
• Knowledge of health center’s accounting systems, financial reports
• Ability to work with CEO, CFO, others
• Understands components of effective meetings
• Ability to chair committee meetings, navigate conflict and group dynamics

Adapted from BoardSource, “Board Officer Responsibilities and Qualifications.”
Secretary

Role
• Ensure board actions are documented
• Review/take board meeting minutes
• Ensure notice provided according to bylaws
• Other as assigned

Competencies
• Organized
• Attention to detail
• Knowledge of board practices and good governance

Adapted from BoardSource, “Board Officer Responsibilities and Qualifications.”
Committee Chairs

Role

• Work with staff lead to set committee schedule
• Work with board, board chair, CEO to set committee’s agenda which should align with the committee’s charter and the strategic plan
• Facilitates committee meetings
• Ensures committee meeting minutes are relayed to the chair for inclusion in the board meeting packet
• Work with the chair and CEO to tee up committee recommendations/issues requiring board vote or input

Competencies

• Organized
• Knowledge of good governance especially related to area of committee focused
• Facilitation skills
• Other similar to board chair (related to meetings, building consensus, etc.)
Common Competencies – All Board Leaders

- Committed to good governance
- Able to effectively partner with the CEO (especially for the board chair) and have respectful relationships with staff
- Understand components of effective meetings
- Facilitation skills (including ability to ensure all voices are heard)
- Ability to navigate conflict and group dynamics
- Able to promote positive culture and help board and board members navigate opportunities and challenges
- Able to mentor future leaders
Building Board Leader Competencies

• Will address common competencies in this session

• **Discussion**: How do you build other needed competencies?
  - Learn from others on board
  - Courses like this
  - Reading
  - Other

• **Independent Reflection**: Take a few minutes to consider what additional competencies you want to build (that we will not cover today) and where you can access the information.
Providing Leadership on Good Governance
Select Pillars of High-Performing Boards

- Focused on governance, understand complexity of health center governance
- Accountable to the mission
- Focused on results and appropriate oversight
- Intentional about how they organize board work
  - Have participative, strategic, and effective meetings and committees
  - Have a healthy culture
- Strategic about board composition
- Intentional about the partnership with the CEO, respectful interaction with staff

Adapted from Great Boards and BoardSource
High-Performing Boards – Board/CEO Relationship

- Board Displaces CEO
- Board and CEO Collaborate
- Board and CEO Disengage
- CEO Displaces Board

Source: Chait, Ryan, Taylor, Governance as Leadership
Pillars of an Effective Board-CEO Partnership

- Role Clarity & Effectiveness
- Alignment & Mutual Accountability
- Shared Agreements & Expectations
- Mutual Respect & Trust
- Ability to Navigate Crisis or Difficult Moments
- Open Communication
- Strategic Thinking

Both Chair & CEO define what’s needed from the other & how they want to work in partnership to lead health center.

Make clear, compelling agreements.

Periodically check in & give feedback on whether agreements are being kept.
Board Chair-CEO Discussion Questions

• What is our shared purpose as a leadership team? How can we best work together to accomplish that purpose?
• How often will we meet or speak (frequency and duration)? What is the best time of day for us to connect?
• How should our communication be structured (telephone, face to face or e-mail) to identify agendas and prepare for our meetings together?
• How far in advance should we co-create the board meeting agenda?
• How will we hold each other accountable for following the processes we establish? Process for feedback?
• During difficult times or in crisis, how would you like to work together during such circumstances?
• How will we work together to manage our disagreements?
• How will we work together to manage conflict on the board?
Meeting Facilitation & Navigating Group Dynamics
Discussion

• What are characteristics of effective:
  ▪ Board Meetings?
  ▪ Committee Meetings?

• How can board leaders ensure the board and its committees have effective meetings?
Effective Board Meetings

- Targeted, governance-level packets provided at least a week prior to meeting
- Agenda states action desired, estimated time of conversation, and reference materials
- 60% of time spent on strategic and policy issues
- At least 75% of time spent in discussions vs. reports
- Verbal reports of packet material forbidden
- Consent agenda utilized
- “Dashboard” performance indicators used
- Minutes provide an adequate summary of the meeting
- Healthy board culture
Effective Committee Meetings

- Agenda and materials provided in advance
- Clear agenda linked to overall committee’s charge/charter, board priorities, and the health center’s strategic plan where appropriate
- Opportunities for dialogue, discussion, questions
- Able to arrive at recommendations (when needed) to present to the board
- Opportunity to identify when an issue may require broader board discussion
Meeting Facilitation

Effective chairs:

• know their members
• create a purposeful agenda in collaboration with the CEO (or staff lead if chairing a committee) and follow it; own the agenda
• are sure members know the processes and structures that frame the meeting
• engage each member in deliberation
• control dominating or out-of-line behavior during meetings
• remain objective and fair
• encourage open dialogue including differing points of view
• ensure conflicts of interest are navigated

Source: BoardSource, “The Role of the Board Chair” and Outi Flynn, Meeting, and Exceeding Expectations (BoardSource, 2009),
Decision Making Styles

Autocratic
- Leader makes decision

Participative

Laissez-Faire
- Authority given to subordinates
- Workers presented with task and freedom to accomplish it

Consultative
Leader confers but retains authority

Democratic
Vote taken, majority rules

Consensus
All parties must agree on final decision

Modified Consensus:

- All feel their perspective has been heard and considered
- All are willing to support the groups’ decision, even if it was not their original choice

Strategies:

- Encourage all participants to have a full say
- Emphasize positives
- Find out how serious the negatives are
- Keep summing up areas of agreement
Navigating Group Dynamics

“Informal interaction with board colleagues builds social capital, promotes teamwork…When a board member wants to raise a different opinion, he or she is more likely to speak up among people who are not just passing acquaintances.” - BoardSource

• Encourage relationship building
• Consider a board culture statement
• Deal with conflict openly when it arises
• Openly discuss what is appropriate and what is not when needed
Disruptive Behaviors That Contribute to Team Success

- Respectful challenges to assumptions
- Exploring alternatives to traditional thinking
- Ensuring that differing points of view and alternative courses of action are considered
- Asking questions like, “Why are we pursuing this direction?” “Is there a better or less costly way to achieve our objective?”

- Connecting a particular topic to the mission, or questioning if the organization’s mission and vision are still viable in today’s environment

Source: Nicole Matson and Cindy Fineran, Practical Matters: Dealing with Disruption, Trustee Magazine, September 8, 2014
Behaviors That **Disrupt** Successful Teamwork

- Missing, arriving late or coming unprepared to meetings
- Dominating discussions
- Pushing personal agendas
- Disruptive, distracting behavior
- My side vs. your side mentality
- Consistently quiet member
- Group wanders off topic and loses focus
- Silence, no one is talking
- Side conversations
- Smartphone gazing and distractions
- Rumor circulated to plant doubt

*Sources: ACCORD LIMITED & Nicole Matson and Cindy Fineran, Practical Matters: Dealing with Disruption, Trustee Magazine, September 8, 2014*
Navigating Conflict

• Have agreements – e.g., board culture statement – in place with items that provide agreed upon guidelines to all which may include:
  • Disagree with the idea, don’t criticize the individual.
  • Respond to disagreement with a spirit of inquiry; ask for clarification or examples.

• Clarify issues and perceptions
• Strive for understanding
• Humor is an effective means of reducing tension
• Focus on the issue, not emotions
• Explore alternatives
• Focus on commonalities -- point out the similarities between individual perspectives
• Ask two people who most oppose each other to sit down together and work out a common approach
• If the board is deeply divided, postpone decision-making

Sources: BoardSource, Handling Conflict During Board Meetings and Washington Trustees Association, Board Chair Handbook
Mini-Scenarios

1. You are a committee chair and notice that a member routinely misses committee meetings. What do you do?

2. You are the board chair. You are starting to notice frequent complaints about the volume of information the board must process to provide oversight and engage in strategic thinking. You also think you are seeing signs of fatigue among some of the board’s strongest members. What do you do?

3. Your health center is contemplating a strategic expansion to an area that is barely contiguous. You are the board chair. How do you approach structuring both board education and discussion as the health center tackles this issue?
Board Leader Mentoring and Succession
Board Leadership Succession

• Term limits for officers are a best practice, as is rotation of committee chairs

• Board makes commitment to identify & develop potential new board officers ahead of vacancies

• Requires clearly defined roles, some assessment of the board’s needs looking to the future, and process that enables:
  – Identification of directors who are potential successors to chair
  – Recognition of gaps between current sets of competencies & competencies required to credibly step up to chair position
  – Think about future potential Board leadership as you recruit
  – Board needs to actively identify & invest in potential leaders, giving them opportunities to develop necessary perspectives & skills to assume future leadership positions
  – Goal is not to identify a single leader early, but rather to have several board members in leadership “pipeline” at all times

• Director development plan to prepare appropriate succession structure within board

• Typically guided by a Governance Committee (and informed by the Executive Committee); Governance Committee presents officer roster/slate for board approval

Adapted from Kimberly McNally, Board Chair Succession Planning Webinar (NACHC 2018)
### Sample Tool – Board Planning Succession Grid

- Tracking board leadership roles & pipeline of potential candidates

<table>
<thead>
<tr>
<th>Key Leader Position</th>
<th>Current Leader</th>
<th>Potential Successors</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair</td>
<td>Sara until 2020</td>
<td>Jose or Ellen</td>
<td>Sara</td>
<td>Sara</td>
<td>Jose or Ellen</td>
<td>Jose or Ellen</td>
</tr>
<tr>
<td>Vice-Chair</td>
<td>Jose</td>
<td>Tom or Beionka</td>
<td>Jose</td>
<td>Jose</td>
<td>Tom or Beionka</td>
<td>Tom or Beionka</td>
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<tr>
<td>XXXX</td>
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</tbody>
</table>

*Adapted from materials by the Society for Human Resource Management*

From Kimberly McNally, Board Chair Succession Planning Webinar (NACHC 2018)
Case Example of Chair & Vice Chair Partnership:

Alternate Model: Chair-Elect

- Some boards opt to elect a chair-elect in the final year of the Board Chair’s term
- The chair-elect works more closely with the chair during this time to prepare for the chair role
Mentoring

• Talk about role and responsibilities

• Openly discuss challenges

• Outline unfinished business

• Discuss strategic issues related to the role

• Discuss mechanisms for balancing competing demands for time

From BoardSource, *The Board Chair Handbook*
Preparing Future Leaders

• How can you help mentor future leaders?

• What processes does your board use to prepare future leaders?

• What processes would you like to see your board adopt in order to prepare future leaders?
Identify three steps you will take next in preparing for your next or first leadership role.

1.

2.

3.
Additional Resources

For more governance resources
- Visit MyNACHC Learning Center (https://mylearning.nachc.com/)
  - NACHC Governance Workbook
  - Board Chair Series (Webinar Recordings)
- Contact Emily Heard, Director, Health Center Governance, NACHC, eheard@nachc.com
- Visit your Primary Care Association’s Website
- Additional Reading
  - Building an Effective Board Chair-CEO Partnership, Charity Channel https://charitychannel.com/building-an-effective-board-chair-ceo-partnership/
  - Board Chair Handbook by BoardSource www.boardsource.org
  - Officer Succession Planning https://boardsource.org/resources/board-officer-succession/
Thank you for your participation!

For further information about NACHC and America’s Health Centers

Visit us at www.nachc.com
Appendix
Sample Board Chair Selection

• Requirements:
  • Minimum of 3 years service on board
  • Meets/working on meeting leader criteria as defined
  • Served at least one year as committee chair/ board officer
  • Make sure candidate’s motivation is to advance mission of health center

• Term: 2 years, eligible to then serve 1 additional term, if elected by board (dependent upon board member term limits & performance evaluation)

• Prior to new term, the Board Chair must be re-elected to role by a majority vote of Board

From Kimberly McNally, Board Chair Succession Planning Webinar (NACHC 2018)