

**BOARD DEVELOPMENT**

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 Brigham City Museum of Art & History  
 Box Elder Museum of Natural History  
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**Introductions**

- Name
- Institution
- Your role (Executive Director, board member, etc.)
- 1 thing you wish your board did that they don't, or a problem you have with your board

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**Governance / Support Model**

We **govern as a body**, as the boss and representing the interests of the community to the organization.

We **support as individuals**, in partnership with or under the direction of staff, representing the interests of the organization to the community.

Who's the boss?  
 Whether the board is acting as a body or as individual board members  
 Who the board is representing

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Governance	Support
<ul style="list-style-type: none"> <li>▪ <b>Big Decisions:</b> Determine mission and purpose. Whether to close down or merge, to move to another state, etc. (&gt;10% of revenue or activities)</li> <li>▪ <b>Legal:</b> Ensure compliance with federal, state, and local regulations and fulfillment of contractual obligations</li> <li>▪ <b>Financial:</b> Safeguard assets from misuse, waste, and embezzlement</li> <li>▪ <b>CEO:</b> Select the chief executive officer, assess performance</li> <li>▪ <b>Revenue and Fundraising:</b> Approve a strategy for revenue and monitor its effectiveness</li> <li>▪ <b>Planning:</b> Scrutinize and approve overall strategies and priorities</li> <li>▪ <b>Efficiency and Impact:</b> Monitor and revise budgets and plans to maximize use of resources.</li> </ul>	<ul style="list-style-type: none"> <li>▪ <b>Advice</b></li> <li>▪ <b>Supporting the Revenue Strategy:</b> By fundraising, assisting with earned income, working with funders, etc.</li> <li>▪ <b>Ambassadors:</b> Representing the organization to the community</li> <li>▪ <b>Volunteering:</b> helping with senior clients, accounting, painting the building, hang exhibits, etc.</li> </ul>

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Governance / Support in Practice
<ul style="list-style-type: none"> <li>▪ Focused board meetings</li> <li>▪ Consent agendas</li> <li>▪ Board orientation</li> <li>▪ Don't ask / Don't tell</li> <li>▪ "I'll speak to the chair about the agenda. . ."</li> <li>▪ Mission focus</li> <li>▪ Strategic Plan</li> <li>▪ Board Evaluation</li> </ul>

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<p><b><i>"The effective functioning of the corporate board is the responsibility of the chief staffperson."</i></b></p> <p>- Peter Drucker</p>
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## Board Members' Legal Responsibilities

### Duty of Care

This duty is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

### Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions that impact the organization. This means that a board member should never use information obtained as a member for personal gain (or for the benefit of another organization), but must act in the best interests of the organization.

### Duty of Obedience

The duty of obedience asks that board members be faithful to the organization's mission. They are not permitted to act in any way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to fulfill the organization's mission.

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## My Board Expectations. . .

- Inform others about the organization. Be an advocate for the museums! Like us on Facebook, encourage others to do the same. Provide a link to the community. Talk about us like you do your kids/grandkids.
- Make connections for the museum with social groups.
- Bring someone who doesn't live with you to each exhibition (4-6 per year, plus Natural History at least twice/year).
- Be informed about the organization's mission, services, policies, and programs.
- Review agenda and supporting materials prior to board and committee meetings.
- Attend all board and committee meetings and select functions, such as special events.
- Serve on committees or task forces and offer to take on special assignments.
- Make a meaningful personal financial contribution to the organization yearly (suggested minimum of \$100).
- Assist in meaningful ways with fundraising, including making personal asks, writing letters, chairing events, etc.
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
- Keep up-to-date on developments in the organization's field (the museum director will provide resources).
- Follow conflict-of-interest and confidentiality policies.
- Refrain from making special requests of staff.
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.\*
- Consider "big picture" issues.
- Enlist the aid of politicians and the general population in support of Museum goals.
- Debate and act on program priorities / policies.
- Offer expertise.
- Assist in fundraising endeavors.

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### Diagnosis

- Power Struggles
- Not showing up to meetings
- Not following through
- Shrugs
- Lack of response
- Board giving
- Conflicting agendas
- Secret meetings
- Dominating members
- Lack of order
- Lack of respect
- "Not the way we've always done things. . ."

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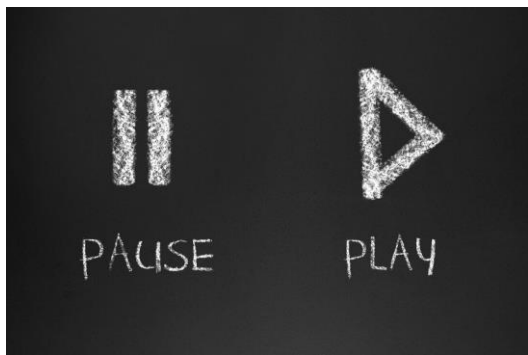
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### Board as Volunteers

What does your board do as volunteers?

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## Board Members as Volunteers



### Board Member JOB DESCRIPTION

**EXPECTATIONS OF THE BOARD AS A WHOLE**  
The mission of ABC Organization is (insert)

As the highest leadership body of the organization and its safety for fiduciary duties, the board is responsible for:


- delivering the mission and purposes of the organization
- selecting and evaluating the performance of the CEO/ executive director
- setting and approving annual planning strategy and organizational goals
- ensuring strong financial oversight and fiscal management
- fundraising and resource development
- approving and monitoring ABC Organization's programs and projects
- ensuring ABC Organization's public image
- ensuring the inclusion of members as the governing body of ABC Organization

**EXPECTATIONS OF INDIVIDUAL BOARD MEMBERS**  
Each individual board member is expected to:

- know the organization's mission, policies, programs, and needs
- actively read and understand the organization's financial statements
- serve as an advocate and ambassador for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for ABC Organization to achieve the mission
- leverage connections, networks, and resources to develop collective action to help achieve ABC's mission
- give thoughtful personal financial donation
- help identify potential connections that can benefit the organization's fundraising and operational needs
- prepare for, attend, and conscientiously participate in board meetings
- participate fully in one or more committees

**BOARD MEMBERS ARE ALSO EXPECTED TO**

- follow the organization's bylaws, policies, and board resolutions
- sign an annual conflict of interest disclosure and update it during the year if necessary, as well as disclose potential conflicts before meetings and avoid conflicts during meetings
- maintain confidentiality about all internal matters of ABC Organization



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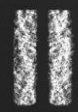
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## Prescriptions

- Team building
- Strategic planning
- MAP / CAP Assessment
- Call Jennifer! / Phone a friend
- Discuss unmet expectations with individual problem board member
- Board orientation (refresher)
- Focus meetings on governing
- ED Happy Hour
- Conflict of Interest Policy

- Term limits
- One more time: term limits!
- Improve board meetings
- Board assessment
- Review bylaws, other governing documents
- Ask bad board members to leave
- Homework
- Strong Board Chair
- Improve the organization

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## Board Recruitment

### YES

- Who supports the museum?
- What skills do we need?
- Action attributes (someone who can connect us)
- What people **can do**

### NO

- Who do we know who's an artist / likes history?
- Someone who is black / young / etc.
- What people **are**

a) **What are the three most important things for our board to accomplish this year?**

b) **Do we have the right people on the board to make that happen?**

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## How to Get Rid of a Bad Board Member

- Don't let them on in the first place!
- Check your bylaws – revise as needed
- Talk to them, one on one (or have your board chair do it)
- Give them homework
- Make expectations clear
- Expect them to do the work of the board
- Give them an out – find out what's been going on

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## What if it's an Advisory Board Appointed by Someone Else?

<Groan>

Not all hope is lost!

Same general steps apply  
(but maybe not every single one)

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## Removal

### City Advisory Board Bylaws

5. **Removal of a Member.** Members may be removed from the organization for reasons such as excessive unexcused absence, failure to complete required training, failure to uphold city, state or federal ordinances, statutes or laws, improper conduct, failing to disclose a conflict of interest that would result in personal gain, acceptance of gifts or favors from applicants, disclosure or personal use of private or privileged information, involvement in Ex Parte activities, conviction of a felony, any similar act of misconduct or as provided for by City ordinance. Should this action be necessary, the Chair will discuss the reason for removal with the individual and the supervisor of the associated department. If appropriate, the supervisor will forward the request to the Mayor. Removal procedures will comply with City Ordinance.

### Foundation (501(c)(3)) Board Bylaws

Section 7. Members may be removed from the Board of Directors by a majority vote of the Board of Directors for missing three consecutive meetings without notice to the President, Secretary, or Museum Director. Any one or more of the Directors may be removed at any time subject to prior written notice to the Director(s) by a vote of a majority of the Directors at any special meeting called for that purpose.

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## Board Chair – Make Sure You Get a Good One!

### Leader of the board

- Leader, strategist, coach, conciliator.
- Contact point for every board member on board issues.
- Sets goals and objectives for the board and ensures that they are met.
- Ensures that all board members are involved in committee activities; assigns committee chairs.
- Motivates board members to attend meetings.

### Facilitator of board meetings

- Runs effective and productive board meetings. Effective meeting facilitators must be able to create a purposeful agenda in collaboration with the chief executive and follow it.
- Knows how to run a less formal and productive meeting.
- Engages each board member in deliberation.
- Controls dominating or out-of-line behavior during meetings.

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## Good Board Member ≠ Good Board Chair

- Recruit for leadership
- Governance committee brings a single candidate to the board for election

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## Board Assessment

- Annual
- Select questions with chair

### TYPES

- Self-evaluation (as a board member)
- Whole board
- Individual board members (by executive/chair)

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### Joan's Big BAT Board Assessment Tool

BOARD MEMBER	READ WITHOUT NEEDS ENCOURAGEMENT OR SELF STARTER (1)	SELF INTEREST (1)	LEVEL OF ORGANIZATIONAL INTEREST (5)	ABILITY TO MEET ORGANIZATIONAL OBLIGATIONS (1) low (5) high	ACTUAL FUNDRAISING SUCCESS (1) low (5) high	VALUE TO ORG. ASIDE FROM FUNDRAISING (1) low (5) high	LEADERSHIP POTENTIAL (1) low (5) high	ENGAGES STAFF PRODUCTIVELY/ CLEAR ABOUT BOARD ROLE (1) unclear (5) clear	LEVEL OF INFLUENCE ON THE BOARD (5) low (1) high (2) neither (3) positive

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## Joan Garry BAT Metrics

- Less than 25% “dead weight”
- More than 33% “high performers”
- Better than 60% with high (5) organizational interest
- More than 60% with a 4 or 5 in actual fundraising success
- More than 33% score a 4 or 5 in leadership potential
- More than 75% score a 4-5 in engaging staff constructively
- More than 25% score a POSITIVE 4-5 on “board influence”

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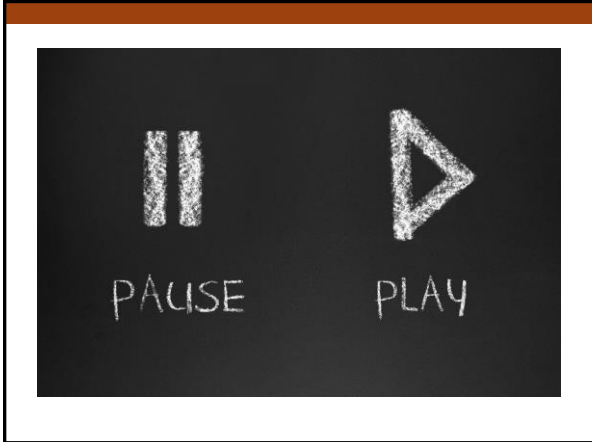
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**Wrap-Up**

- This workshop is part of the Utah Division of Arts & Museums' Office of Museum Services **Watch & Talk** training series. Subscribe to our newsletter to learn about new topics in coming months!
- This Watch & Talk workshop is part of **STEPS-UT**, a partnership between the Utah Division of Arts & Museums, Utah Division of State History, and Utah Humanities, with funding from the Utah Department of Heritage & Arts, the State of Utah, and the NEH, which is delivered collaboratively.
- Thanks to the American Association for State & Local History and the Brigham City Museum of History & Art for **valuable resources**.

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