BOARD DEVELOPMENT

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Brigham City Museum of Art & History
Box Elder Museum of Natural History
August 27, 2018 | Salt Lake City, UT

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

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
### Governance
- **Big Decisions:** Determine mission and purpose. Whether to close down or merge, to move to another state, etc. (>10% of revenue or activities)
- **Legal:** Ensure compliance with federal, state, and local regulations and fulfillment of contractual obligations
- **Financial:** Safeguard assets from misuse, waste, and embezzlement
- **CEO:** Select the chief executive officer, assess performance
- **Revenue and Fundraising:** Approve a strategy for revenue and monitor its effectiveness
- **Planning:** Scrutinize and approve overall strategies and priorities
- **Efficiency and Impact:** Monitor and revise budgets and plans to maximize use of resources.

### Support
- **Advice**
  - **Supporting the Revenue Strategy:** By fundraising, assisting with earned income, working with funders, etc.
- **Ambassadors:** Representing the organization to the community
- **Volunteering:** Helping with senior clients, accounting, painting the building, hanging exhibits, etc.

### Governance / Support in Practice
- Focused board meetings
- Consent agendas
- Board orientation
- Don’t ask / Don’t tell
- “I’ll speak to the chair about the agenda...”
- Mission focus
- Strategic Plan
- Board Evaluation

### Quote
“The effective functioning of the corporate board is the responsibility of the chief staffperson.”
- Peter Drucker
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.

My Board Expectations. . .

- Inform others about the organization. Be an advocate for the museum! Like us on Facebook, encourage others to do the same. Provide a link to the community. Talk about it 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.

Pause

Play
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…”

Board as Volunteers

What does your board do as volunteers?
**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
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?

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

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)
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 of 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.

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.

Good Board Member ≠ Good Board Chair

• Recruit for leadership
• Governance committee brings a single candidate to the board for election
Board Assessment

- Annual
- Select questions with chair

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

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”
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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