



By Mitch Dorger

In the Board Room

Oh No! Not Another Meeting

If the title of this article is how you and your board members feel about meetings, then things are not being done well in the organization. Let's face it. Because the authority of the board is a collective one, boards have to have meetings. And in these meetings, they need to effectively interact with one another to make things happen for the organization. Unfortunately, I find that board meetings are often one of the biggest sore points for board members. Why is this?

Among the biggest reasons for poor board meetings are:

1. Poor attendance by board members
2. Lack of interest and engagement
3. Inappropriate human relations in the meeting
4. Lack of preparation
5. Breaches of confidentiality
6. Poor meeting control and management
7. Wasted time
8. Parliamentary foolishness
9. Agonizing length
10. Addressing unimportant topics

If any of these problems (or others) plague your board meetings, I want to recommend a simple model for thinking about future board meetings. For simplicity, I call it the "PME" system.

Plan

In the PME system, the "P" stands for *Plan*. All board meetings should be well planned. This seems rather obvious, but what does this actually entail?

a. Attendance

The first step in planning any meeting is determining the right people to be in the room. For a board meeting, this obviously includes all board members as well as the supporting staff necessary to properly inform the board or execute their decisions. To the extent possible, meetings should be planned well in advance. Scheduling in advance significantly increases the prospect that board members can adjust their other commitments to enable their attendance. You may also want to consider having a board attendance policy that makes it clear to board members the importance of meetings and their attendance. The repeated failure of a member to attend meetings may warrant removal from the board for that individual. Continued absence on the part of several board members is indicative of much larger issues

than just meeting management, and a thorough evaluation of causation should be undertaken.

b. Time

The planned time for each meeting should be thought about in advance. This requires an understanding of the goal(s) of the meeting and the complexity of the topics. As a general practice, I like to use a 90-minute rule. My own personal experience is that you can hold people's attention for 90 to 120 minutes. After that, minds seem to numb a bit, and restlessness begins to develop in the group. That is not to say that in unusual circumstances meetings cannot be scheduled for longer, or run longer, I just find that group interactions are not as crisp and effective after the meeting has been going too long. If meetings are going to run beyond 90 minutes, plan breaks in the schedule to allow the members to refresh their minds.

c. Topics

Effective planning involves the proper selection of topics. This task should not be left to staff assistants. This is something the board chair and the chief executive need to work on together. The board needs to address the right topics at the right time. An annual board work plan helps in this regard. The board should know what it plans to accomplish during a year and then periodically check to see that the right things are getting on the agenda. But agenda setting should not just be rote. The board chair and chief executive need to make sure that critical emerging issues for the organization are getting in front of the board. This requires thought and reflection on the part of those assembling the agenda. Another step in ensuring the right agenda topics is polling the board members to ensure that their issues are receiving appropriate attention. Don't let them feel disenfranchised by excluding their issues. If there are too many issues on the table -- as may well be the case for some meetings -- there needs to be a screening of topics. The board chair and chief executive should work together to ensure that the list of agenda topics contains the issues that are the most crucial for the board to address. Try not to let minor issues or issues not related to governance (read operational issues) intrude on the precious time of the board.

d. Information

The final element of planning is assembling, in advance, the information that the board members need to make informed and rational decisions. Too many times boards will consider pop-up topics and then proceed to pool their ignorance on the matter before reaching a decision that may or may not be a good one. The effective board demands and receives the information it needs to consider the issues surrounding any upcoming decision. Pop-up issues may still happen but more often than not they can be avoided by good planning and preparation. As a matter of policy, board chairs should try to refer any pop-up matters to staff or a board committee for further consideration outside of the meeting rather than trying to decide a matter with insufficient background.

Manage

The “M” in my PME model stands for Manage. Meetings need to be managed and controlled by the convener whether it be a board chair or a subcommittee chair. But again, what does this entail?

a. Rules of the Meeting

The first step in meeting management is to agree upon the rules of the meeting. This could be considered as part of the planning phase, but it must be in place in order for the meeting to be effectively managed. Included in this process should be:

1. The groups’ parliamentary procedures including how ideas will be proposed and what sort of voting (or other decision making system) will be used.
2. The rules for individual courtesies. This is very important! Nothing can undermine the effectiveness of group decision making faster than inappropriate human conduct. This type of conduct might include personal insults, not sharing the floor, excessively emotional behavior, etc. I have seen this happen in board meetings, and it is not pretty. The adverse effect of rude or discourteous activity on the part of individual board members can stifle the consideration and evaluation of alternative views and undermine the effectiveness of group decision making. It is poor board management to allow discourteous and disruptive behavior in meetings.
3. The rules of confidentiality. Again, maintaining the confidentiality of individual discussion points and views is critical to promoting effective dialogue among board members. I have seen the effectiveness of a board completely undermined by the lack of confidentiality in the board room. What makes boards effective is the candid exchange and discussion of ideas and the tolerance of dissenting opinion. If sensitive material is leaked, board members will be very reluctant to bring up alternative views, and this will undermine the process as surely as rude behavior will.
4. Once the group understands the rules, it is up to the board chair to enforce them. Rules must be followed, courtesies must be observed, and confidentiality maintained. This may require some sort of adverse action against offenders in order to maintain future confidentiality. The board chair needs to be courageous and willing to confront disruptive and inappropriate behavior. This is part of the chair’s job, and this requirement must be understood, up-front, by anyone aspiring to wear the board chair mantle.

b. Managing the Meeting

Managing the meeting is something that takes tact, courage, and attention. Here are some of the things that the board chairs or group leader should be mindful of as they move the meeting forward.

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1. Time and issues

- a) Keep an eye on the clock. Don’t stifle discussion on a topic, but be mindful of the clock. Try to maximize the effectiveness of the time the group has.
- b) Try not to use meeting time to deal with routine items, which do not require group discussion. I recommend the use of a consent agenda for routine, non controversial items. More and more consultants are now recommending this as a way to maximize the effectiveness of meeting time.
- c) Avoid “piling on” during discussions. Nothing wastes more time in a meeting than people taking time to agree with each other. I have been in sessions where there was unanimous agreement on a topic, but everyone had to have a say. If you have a board of 15 members and each person says the same thing, but in their own words, you can waste 30 minutes and really accomplish nothing. If the sense of the group is clearly moving in one direction, the chair should recapture the floor and see if there are any differing arguments. If there are none, bring the matter to vote. But if there are differing views, then additional discussion is required until there are no new ideas. When the ideas seem to be repeating themselves, ask if the group is ready for a vote on the matter.
- d) Avoid wandering off topic. This is very hard because sometimes the deviation from the original issue may be very subtle. But without the discipline of keeping the group focused on the real issue at hand, it is easy to get off the topic and waste precious time. This control should be done delicately, because whoever started the migration from the main issue, probably felt his or her

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thoughts were important and relevant. If this is the case, the return to central issue needs to be handled without appearing to denigrate anyone's ideas.

2. People

- a) Get everyone involved. Any group is likely to have assertive people as well as less assertive people. But everyone's ideas are important. Don't allow only the outgoing and outspoken to drive the actions of the organization. Try to draw everyone into the discussion.
- b) Encourage differing views. I remember in graduate school I learned that the fabled CEO of General Electric, Jack Welch, used to demand dissenting opinion from his staff and board in order to get a range of ideas out on the table. The best group decision making is made when differing views are expressed and ideas get fully explored before reaching a final decision.
- c) Demand toleration of dissenting views. I have watched people get verbally harpooned for having a differing view. It was not pretty. And not only did it destroy candor for the rest of the meeting, it destroyed it for the rest of the year. This sort of behavior cannot be tolerated. All members of the board (or group) must understand that it is only through the presentation and consideration of differing views that the best decisions get made.
- d) Be considerate of human needs. People enjoy meetings a lot more when they are comfortable and they are having fun. Humor and food/drink (non-alcoholic of course) go a long way toward making the people comfortable and relaxed. If people are tense or uncomfortable, it can put an edge on the dealings of the group. Obviously, accommodations need to be made for restroom breaks. It is normally better to allow these breaks as a group than to have individuals leave one at a time during the meeting. The problem in the latter case is that the departing individual does not have the benefit of the discussion that occurs when they are absent from the room. But try to ensure that breaks do not stretch beyond the planned time frame.

3. Evaluation.

Many consultants recommend saving the last few minutes of every meeting to evaluate the conduct of the meeting. If people are candid and the group is a "learning group," such end-of-meeting reviews can be useful. I have seen such evaluations prove highly effective, but I have seen them prove useless if the critiques are subsequently ignored or

if the comments are not candid about the shortfalls in the management the meeting.

Execution

The "E" in the PME model stands for *Execution*.

Perhaps the most important letter in this whole article is the "E" for execution. After all, no matter how wise a decision is made by the board, if it is not executed, it serves no useful purpose at all. In most cases, it is not the board's responsibility to carry out its own decision. Rather, this responsibility belongs to the staff or, perhaps, a committee of volunteers. The point is that the decision needs to get out of the board room and into the hands of those who will implement it. This is not as easy as it sounds. I have seen innumerable cases where the decision of the board never reaches the intended action agent, or if it gets there at all, it gets garbled along the way to the point that the implementer doesn't know what her or she is supposed to do. Don't let this happen. Establish procedures as to who is responsible for conveying the message and how it will be conveyed. This is often a task assigned to the chief executive. But make sure everyone on the board knows whose task it is. Ironically, I have seen the other end of the spectrum mess things up as well. In this case, multiple sources convey the message to the implementer, each with their own particular bias or viewpoint as to what the board decided. This can be frustrating for the implementer and can result in the board's intent going unfulfilled. So specify in advance who will carry the message and how, and then hold them accountable for conveying and executing the decision.

In summary, remember that the board is responsible for the strategic direction and for the proper oversight of the organization. But this work is not done by individuals, it is done by the group as a whole, and the vehicle for making the work of the board happen is the meeting. It is not an overstatement to say that the effectiveness of the board is directly proportional to the effectiveness of its board meetings. If the board's meetings are effective, it is a good basis for subsequent board success. But if the meetings are ineffective, it is likely that the board's ability to contribute to the success of the organization will be undermined. It is only by understanding the importance of meetings and taking the time to make them effective that boards can reach their full potential in governing the organization. Remember, P-M-E!

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