



By Mitch Dorgër

In the Board Room

You Reap What You Sow

I spend a fair amount of time visiting with nonprofit executives and listening to their frustrations. Over and over again I hear complaints about their boards, such as: (1) my board micromanages me; (2) I have board members running around giving orders to me and the staff without a vote of the board; (3) the members of my board have no idea what they are supposed to do; or (4) my board is apathetic. They come to board meetings and talk, but that is all.

I empathize with these executives because at one point or another in my career I have seen all of these problems myself. Boards like the ones described above can make life miserable for professional executives and, more importantly, can severely damage the effectiveness of the organization.

While sympathizing with my friends and colleagues, I often turn the tables on them and ask what they have done to create a well-functioning board or what they did at the front end of the board development process to ensure the right outcome. Many times the answers are something like: "That's the board's job"; or "I do whatever the board asks me to do." Unfortunately, this sort of *laissez faire* attitude is likely to result in the type of situations mentioned above.

The chief executive needs to help the board fix itself! But that does not mean charging headlong at the board like Don Quixote charging a windmill. If you do, you will find your results as unsatisfying as the Don did.

Here are some measured steps to follow in working to build the board you need and want without appearing to try to become the "boss of the board."

1. Thoroughly acquaint yourself with the role of board from both a legal and practical standpoint. There are numerous books and seminars available on

this subject. The bottom line is that you need to have a good grasp of what the board should be before you start trying to help them improve.

2. Establish a good working relationship with the board. Make it clear to them that you are not trying to be their boss. You want to emphasize that you know they are in charge, and you are there to carry out their guidance and achieve their vision of the organization. You do not want to be perceived as trying to "take over" the organization or tell the board what to do.
3. Thoroughly assess the current status of the board to get a firm understanding of its strengths and weaknesses. At this point, the assessment should be something you do alone or with a few trusted senior staff members. There are numerous good board assessments available on the internet if you do not have one already.
4. Evaluate the governance savvy of the individual members of the board. Who on the board is experienced in board matters and knows what they are doing? This is not an assessment of functional skills but rather an assessment of their knowledge of board governance and how it should work. It is particularly important that you get a reading on the board chair and whoever is in charge of the Governance Committee (or whatever name you use to describe the committee that deals with internal board management.)
5. Begin a *private* dialogue with individuals who you believe can be champions for a change process on the board. Seek their views of how they think the board is doing. In many cases, they know the board is failing but don't want to rock

the boat themselves. It would be particularly helpful if your champion was the board chair or the chair of the Governance Committee, but it doesn't have to be these individuals. A chair elect or a person identified as a future chair may be even more effective at bringing about change than a lame duck chair.

6. Recruit as many individuals as you can to the idea that the board is not being all it can be. At this point, there should not be a lot of discussion about specific changes that may be needed; rather the discussions should focus on current shortcomings and the *need* for improvement. Once a silent cadre of change agents has been developed (or recruited) it is time to initiate action.
7. The initial action should be to develop a board awareness of shortcomings and a consensus on what should be done to overcome these shortcomings. If the board chair is one of your change agents, the task is much simpler. You can work with the board chair to create a nonthreatening board education session – normally this will take the better part of the day or at least a half day. If the board chair is not one of your change agents, the members that see the need for education and change need to sit down with the board chair and discuss their personal concerns about the future of the board and the organization. To the extent possible, the focus should be on the future rather than a point-by-point critique of the current board, particularly if the board chair is part of the problem.
8. The change effort should be approached as an educational opportunity. At the beginning, avoid references to what is being done wrong or what specific changes are needed. You already know what is needed, but announcing this up front is tactically unwise and will put up defense mechanism in some of the board members.
9. Use an outside expert to conduct this education process and to facilitate board deliberations. Why?
 - a. No one is a prophet in their own house, and the board will likely push back against any education or guidance program you try to conduct as the chief executive. There will be suspicions about both your motivations and your expertise in the subject matter.
 - b. Tough, candid statements will need to be made to the board as a whole or to individual members of the

board. A consultant can make these statements and when the engagement is over, they will move on and not have to live with the ramifications of any hard feelings.

It may be useful to have more than one outside expert. In one case I know of, the executive and lead change agent arranged to have attorneys come and talk about the legal aspects of board duties and the consequences of failing to properly perform these duties. This worked as sort of a board version of the “scared straight” program for troubled teens, and it created a motivation in the board members to start doing things right. A second outside expert who was a governance expert was asked to build on the newly minted motivation of the board by teaching them what good board governance looked like and highlighting common mistakes made by boards. (Note: It is a good idea for the chief executive to pre-brief the outside consultants on the organization, so they can focus their remarks more effectively.)

Continuing the scenario above, the board was then asked to divide up in pre-determined groups to critique their performance against the best practices outlined by the governance expert.

The individual groups then briefed the whole board on their findings and their recommendations. The purpose of having multiple groups was to (1) prevent one strong personality from overwhelming the group in a particular direction, and (2) to build instant corroboration for the group findings.

I can hear you saying, “Wait a minute, if the board is the problem, how can we expect them to find the solution?” Two answers. First, you will be surprised at what board members know but are not willing to talk about in normal day-to-day activities. But give them an environment like the one just described and you will be amazed at how insightful and candid the members can be. Second, don’t forget that they were just told what good governance looks like. So they have a good basis for comparison. In the real world example described above, the board wanted to do a good job, but did not know what that really meant in practical terms. After they were told what good board performance looks like, they were all eager to get going to fix things. I think this will apply to most boards. Remember, in most cases, your board members agreed to be on the board because they wanted to make a contribution

to the organization, the community, or both. Their hearts are in the right place. (Note: If you find board members not interested in improving, you have a different challenge which involves restructuring the people on your board. That’s a different article.)

If your outside consultants do their job, and the internal champions do theirs, the end result of this process will be a board that:

- a. Understands its responsibilities
 - b. Understands best practices in board governance
 - c. Has a clear picture of what the current shortcomings of the board are
 - d. Develops a consensus on what needs to be done to correct the current shortcomings.
10. Once a group consensus is achieved, the board chair (or Governance Committee Chair) and the chief executive need to work closely to make sure the agreed upon actions are taken to improve the board’s effectiveness. Because the board has already taken

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a position on how things should be, the chief executive can take a more assertive stance in carrying out needed changes and in reminding the board of its progress (or lack thereof) and the need to continue with agreed upon actions. This is altogether different from telling the board what to do up front!

If you are a chief executive who is dissatisfied and frustrated with your board, try this 10-step process with your board and see if it doesn't lead to the elimination of problems and the creation of a better, more productive board. Yes, it's a lot of work for you, but remember, *"You reap what you sow!"*

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