

Board Matters Brainstorming Session

What are the main issues?

- ❖ **Establishment of a board:** Why is it necessary? Are there other options? How do you establish a board and what does this mean? Differences between for-profit and nonprofit.
- ❖ **Recruitment:** How to find members, retain them, train and educate them, and obtain the proper skill sets while balancing diversity and engaging potential candidates. Additionally, what documentation should be used to try to recruit members, and who is responsible to recruit members (staff, board)? Short terms can be challenging for turnover.
- ❖ **Types of Boards:** What type is best suited to the organization? Types include: operational, strategic, policy, traditional, boards in name only. System possibly stymies the process. Archaic for certain organizations.
- ❖ **Roles and Responsibilities:** The clarity of board roles and responsibilities, including legal issues, fundraising roles, relationships to staff and volunteers. Should boards have to self-evaluate?
- ❖ **Board Expectations by Funders and Staff:** Constraints placed from the outside.
- ❖ **Founder Syndrome:** Possessiveness or hindrance of the evolution of the organization due to project ownership, etc.
- ❖ **Board ← → Staff Relationships:** How do you manage these relationships, especially if conflicts arise? Who interacts with the board? Issues with the resources spent on these relations. Managing expectations of both parties.
- ❖ **Ottawa:** The context of the city, being a government town and the relationship between national and local institutions.
- ❖ **Arts Organizations:** People may have more passion than skills/knowledge. Governance should be there to support the art, but boards have concerns that might force them to think otherwise. Vision of board or vision of the artistic/executive director?

Issues with BOARD COMPOSITION:

- Defining key roles
- Sourcing to fit the requirements
- Mentoring experienced with new members (cross-org?)
- Making a place for young/new board members
- Recruitment for skills sets or passion?
- Ottawa context is “special” – lost of board members have either no board experience or have lots of experience such as hospitals/university boards
- Ottawa context is also one where the corporate base to draw from is very small
- Do not create too many committees
- Is there an “ideal” board composition? Who determines what is needed?
- Strive for balance – artistic, legal, financial
- How can boards represent/be representative of diversity in the community
- Board members replacing other professional services (i.e. Lawyer, HR, tech)

Issues with BOARD ROLES AND RESPONSIBILITIES:

- Tailoring to organizations rather than corporate template
- Clearly defining roles and responsibilities
- Only meeting time (1 hour, etc.) to engage and empower a governance board without transitioning to an operational board (i.e. Working/advising committees)
- Would be helpful to have a template repository of common board positions that would be used to create relevant documents for our boards
- Board training – or review of roles/responsibilities
- Liability (\$)
- Who is responsible for recruiting and orienting new board members? Current board members or staff?
- Useful to have a couple of available models described so that a new organization could see what might fit

Issues with GOVERNANCE DOCUMENTS

- How many people should be on a Board?
- What policies should a Board have? (HR, Financial Management, Code of Ethics, Privacy)
- What are the various models of governance and relative benefits of each
- Important to separate by-laws and operating procedures
- How transparent should a board be? (Publishing date/time of board meetings, minutes, etc.)
- How can boards remain fluid/flexible to respond to moments of great change
- Explanation of insurance needs/board members' individual risks
- Strategic plan – built with staff and board and validation by members

Issues with BOARD RETENTION and SUCCESSION PLANS:

- Ensuring board members have useful and appropriate roles
- Forward plan for chair/vice chair preparation and appointment
- Matrix of expertise/experience/gender/age
- How do you keep board members engaged and assess their engagement level?
- Balancing commitment versus expectation
- How to train future leaders for bigger roles (president/chair)
- How to convert committed volunteers to board members
- What is appropriate term for the various roles
- How can we channel passion and expertise of a mid-size board that remains meaningful (on an individual/organizational level)
- Hold retreats to stimulate board (ie. Away from mundane tasks)
- Is it appropriate to ask current board members to find their replacement at the end of their term?

Issues with BOARD ← → MANAGEMENT RELATIONS

- Definition of roles/responsibilities/accountabilities/access
- Who reports to whom (i.e. ED to Board Chair only?)
- Contractual relationships protect everyone?
- Setting strategic plan/vision
- Board should not manage, but oversee...keep staff accountable
- Resolving disputes between board members or between staff and board
- Setting up good governance models that meet organization's needs
- Contract templates for executive director, staff would be useful
- Evaluations and accountability

SPECIAL ISSUES

- Avoiding liability
 - Insurance requirements
 - From 3rd parties (participants in festivals)
 - Artistic expressions (slander?)
 - Board members
- Governance models
 - Options
 - Pros/cons
 - Various aspects of each
- Managing change/board effectiveness during change
- Conflict of interest
 - When board members sit on multiple boards or are limited in responsibilities because of their jobs, etc
- Organization after the founder
- How to continue to have "value-centered" discussions at the board level and not just "rubber-stamping"
- Operational board or strategic/policy board?