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Boards: The Good, The Bad & The Ugly
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2  *What is a Board?*


- Function
- Membership
- Methods of Selection

3  *Duties of Directors*


- Specifics are a matter of state law
- Different rules for non-profits
- Liability limitations
- Articles and bylaws

4  *General Duties*

- Duty of Care
- Duty of Loyalty
- Fiduciary Duties
- Duty to Accomplish Organization's Objectives
- Duty to be Well-informed

5  *Who's the Client?*


- Primary duty is to the organization
- Secondary duty is to your employer or the group that elected you
- Conflicts between the two
- Abstention and recusal

6  *Role of Directors*

- Policy Statement
- General Oversight
- Set Budget
- Establish Administration

7  *Do's*

- Know the mission
- Know the financial structure
- Know the administrative structure
- Ask questions

8  *Do's (continued)*

- Prepare for meetings in advance
- Read the agenda
- Listen
- Act in best interest of the organization

9 ☐ *Don'ts*

- Be a jerk
- Speak to hear your own voice
- Forget to read the minutes
- Rubber stamp

10 ☐ *Don'ts (continued)*

- Dominate the meeting
- Vegetate
- Nit pick (opposite of rubber stamp)

11 ☐ *Don'ts (continued)*

- Forget that there are consequences to what you say, when you say it, and how you say it
- Say publicly what might better be said privately
- Assume you know everything (unless you're a lawyer)
- Forget to show up

12 ☐ *Why So Many Don'ts*

- Disruption is worse than inaction
- Most people prefer to avoid confrontation, so:
- Confrontation leads to silence, and:
- Silence means the loudest person gets his way, and

13 ☐ *Why So Many Don'ts (continued)*

- If the loudest person gets his way all the time, people won't bother, and finally:
- If people don't bother, the organization suffers and maybe fails

14 ☐ *Your Time is Valuable*

- How many 1-hour meetings have lasted 4 hours?
- Did the extra time come from ignoring do's and don'ts?
- Did you have a better use for the wasted time?

15 ☐ *What Do Committees Do?*

- Focus on discrete issues - finance, procedures, planning, education
- Research issues more thoroughly
- Vet alternatives

- Make recommendations to the board
- 16 ☐ *Committee Reports*
- Should be circulated in advance of action
 - Should describe task, matters considered, alternatives discussed, reasons for recommendations
 - Should provide a clear recommendation, preferably coupled with a motion, if board action is required
 - Are entitled to deference
- 17 ☐ *What Does “Deference” Mean?*
- Don’t rehash the committee’s work at a board meeting
 - Ask questions before making statements (or even before the meeting)
 - Don’t assume you know more than the committee
- 18 ☐ *Deference (continued)*
- Feel free to disagree after you clarify your issues through questions
 - State your reasons for disagreement with precision
 - If you agree, say so - committee members like expressions of support - it makes them feel appreciated
- 19 ☐ *Deference (The Big One)*
- NEVER, NEVER, EVER, agree to serve on a committee, fail to attend meetings, and then complain about the result
 - If you are ever tempted to do so, read St. Thomas Aquinas or watch a few episodes of The Sopranos
 - Others will notice
- 20 ☐ *Rules of Engagement*
- Who’s the client? -- the organization!
 - Who are we trying to protect? -- the organization!!
 - Who will get hurt if we don’t do it right? -- the organization!!! (and maybe others as well)
- 21 ☐ *Rules to Live By*
- You’re not getting paid for this, so why would you want to pay someone else to defend you for what you did?
 - It is true that no good deed goes unpunished. It is also true that bad deeds are generally noticed more often and more often criticized
- 22 ☐ *Rules to Live By (continued)*
- The punishment for a good deed is usually only time and inconvenience. Bad deeds destroy lives.
- 23 ☐ *My Buddy Winston*
- A bad director :

Lord Charles Beresford

24 ☐ *Admiral B.*

- *“He can be described as one who, before he gets up, does not know what he is going to say; when he is speaking, does not know what he is saying; and when he has sat down, does not know what he has said, but knows it was said well.”*