### Board Expectations of Presidents

1. Provide relevant, understandable, information in right amounts
2. Reveal warts and blemishes—suggest solutions
3. Accept the occasional reversal—and differences within Board
4. Make good use of Board time
5. Help in educating and leading the Board
6. No surprises

### President Expectations of Boards

1. Openness and forthrightness
2. No surprises
3. Understand—CEO works for Board—not individuals
4. Avoid posturing to media
5. Maintain confidentiality
6. Give (time, financial resources) until it hurts
BOARD NO NO’S

1. Asking big favors of administrators
2. Conflicts of interest
3. Prejudging situation based on comments outside loop
4. Special interest pleader
5. Forming coalitions to achieve interests

BOARD NO NO’S

6. Believing individual Board member is the Board
7. Revealing confidences
8. Speaking for the Board (unless chairman or president)
9. Micro-managing
PRESIDENT NO NO’S

1. Not communicating about issues, possible public embarrassments
2. Providing too much information (or not enough)
3. Not respecting the Board’s need to conduct its fiduciary duties

4. Not speaking up when a member or the full Board overreaches its authority
5. Surprises
6. Revealing confidences

West Virginia Education Policy Commission
Governance

“The ultimate responsibility for the institution rests in its governing board. Boards cannot delegate their fiduciary responsibility for the academic integrity and financial health of the institution. Traditionally, and for practical reasons, boards delegate some kinds of authority to other stakeholders with the implicit and sometimes explicit condition that the board reserve the right to question, challenge, and occasionally override decisions or proposals it judges to be inconsistent with the mission, integrity, or financial position of the institution.”

“Governing boards should state explicitly who has the authority for what kinds of decisions—that is, to which persons or bodies it has delegated authority and whether that delegation is subject to board review. For example, curricular matters and decisions regarding individual faculty appointments, promotions, and contract renewal normally would fall within the delegated decision-making authority of appropriate faculty and administrative entities operating within the framework of policies and delegations of the board.”

“Boards and chief executives should establish deadlines for the conclusion of various consultative and decision-making processes with the clear understanding that failure to act in accordance with these deadlines will mean that the next highest level in the governance process may choose to act. While respecting the sometimes lengthy processes of academic governance, a single individual or group should not be empowered to impede decisions through inaction.”

From: AGB Board Basics—AGB Statement on Institutional Governance and Governing in the Public Trust: External Influences on Colleges and Universities
LEVELS OF POLICY

1. **Major Policies.** Fundamental issues of mission or business definition, typically involving questions of institutional direction, values, priorities, and principals (e.g., add graduate education, discontinue church affiliation, going co-ed).

2. **Secondary Policies.** Questions of primary clientele, types of services, delivery systems that may focus on relationship of programs and departments to overall mission (e.g., add new academic department, establish educational television station, substantially revise admissions criteria).

3. **Functional Policies.** Concern of major operational areas; for example, planning, budgeting, finance, marketing, and personnel (e.g., budget approval process, investment policies).
LEVELS OF POLICY

4. **Minor Policies.** Decisions that govern day-to-day practices (e.g., participation in United Way campaign, selection of contractors, intercollegiate athletic schedule).

5. **Standard Operating Procedures.** Mechanisms and procedures to handle routine transactions and normal operations—matters of form, process, method, and application of other policies (e.g., grade appeals, student discipline, sabbatical requests).

6. **Rules.** Regulations that guide or prescribe everyday conduct (e.g., parking, smoking, library fines, and dormitory visitation).
# TYPICAL DIVISION OF LABOR

<table>
<thead>
<tr>
<th>Board</th>
<th>Administration</th>
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<tbody>
<tr>
<td>1. Monitor institutional planning.</td>
<td>1. Develop campus plan for Board approval. Once approved, implement.</td>
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<tr>
<td>2. Approve new academic programs.</td>
<td>2. Develop new academic programs for Board approval. Once approved, implement.</td>
</tr>
<tr>
<td>3. Approve and monitor financial aid, enrollment, tuition, etc. policies.</td>
<td>3. Develop policies for financial aid, enrollment, tuition and fees, etc. for Board approval. Once approved, implement.</td>
</tr>
<tr>
<td>4. Review and approve annual budget.</td>
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<tr>
<td><strong>5.</strong></td>
<td>Monitor institution’s assessment efforts in both academic programs and campus services. Insist on a strong evaluation program.</td>
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<tr>
<td><strong>6.</strong></td>
<td>Encourage and monitor cost effective management.</td>
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<tr>
<td><strong>7.</strong></td>
<td>Review and monitor regulations regarding everyday conduct—parking, library fines, residence hall regulations, etc.</td>
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<tr>
<td><strong>5.</strong></td>
<td>Develop assessment programs for academic programs and campus services and provide Board with periodic progress reports.</td>
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<tr>
<td><strong>6.</strong></td>
<td>Develop programs to ensure cost effective management. Keep the Board informed.</td>
</tr>
<tr>
<td><strong>7.</strong></td>
<td>Develop these regulations and keep Board informed.</td>
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</tbody>
</table>
8. Review and monitor athletics program. Approve major changes in status. Expect frequent reports.

9. Approve major human resource policies, e.g., hiring, termination, leaves and sabbaticals, salary increases, etc.

8. Develop these recommendations and seek Board approval for major policy changes. Provide frequent information.

9. Develop policies for these and other areas for Board approval. Implement policies, keep Board informed.
<table>
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<tr>
<th><strong>10.</strong> Approve new buildings and other major expenditures. Approve campus building plans.</th>
<th><strong>10.</strong> Develop a campus building plan for Board approval. Develop requests for a specific building for Board approval. Manage the process once the Board approves.</th>
</tr>
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<tbody>
<tr>
<td><strong>11.</strong> Monitor campus compliance with local, state, and federal laws and with Board policy.</td>
<td><strong>11.</strong> Develop a means to ensure compliance and periodically report to the Board on any compliance issues.</td>
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</tbody>
</table>
Frequent Sources of Tension

1. The Board annually reviews the president’s performance in private session. Also, every five years it plans to do a more inclusive review involving selected people from the campus community, alumni leaders, and the larger community. The results will be kept confidential. The president strongly objects stating that such reviews weaken his leadership position. Who is the problem here?

2. A Board member suggests at a public meeting that the college should strongly consider developing a new undergraduate program in nursing. He asks the college to conduct a feasibility study and report its findings back to the Board in six months. Any problem here?

3. The Board reviews the salary increase recommendations for all faculty and staff. They often make changes in the amount given out to certain individuals—some get more than recommended, some less. Some who were recommended for raises got no raise. Any problem here?

4. The Governor tells key Board members that he wants the President fired and replaced by one of his campaign leaders. He also wants the new president to be a member of his cabinet. Any problem here?

5. A highly popular, entrepreneurial president leases a portion of the institution’s land to a high tech firm that promises many jobs and close relations with the school. The Board reads about it in the paper. The President argues that she needs to move quietly and quickly in order for this to happen. Any problem here?
Frequent Sources of Tension

6. The President is upset because his office account is going to be audited this year as a part of the annual audit program. She tells the Board that this has greatly angered her as this action suggests that they don’t trust her. Any problem here?

7. The Board, unhappy with the way admissions decisions are made, places three of its members on the campus Admissions Committee. Any problem here?

8. The Board, against the vehement opposition of the President, makes the football coach, athletic director. He keeps his position as coach. Any problem here?

9. The Board requires that the President report annually on the college’s compliance with Title IX of the Civil Rights Act. It tells the president that if there are any problems, he should report them to the board along with plans and cost figures. Any problem here?

10. A well meaning board member is a self-styled expert on building matters. He begins to meet with the Buildings and Grounds head and her staff. Soon he is directing a new project. Any problem here?
Preserving Institutional Independence

1. Recommit to the primacy of the board over individual members
2. Keep the mission as a beacon
3. Respect the board as both a buffer and a bridge
4. Exhibit exemplary public behavior
5. Keep academic freedom central

“Interventions most damaging to self-governance are those aimed specifically at governing board capacities to debate policy and make decisions.”

“Perhaps the most enduring and compelling reason for self-governance in American higher education is the belief that the pursuit of truth, the generation of new knowledge, and the protection of intellectual inquiry are best preserved in institutions unencumbered either by direct governmental control or domination by any self-serving interest.”

From: AGB Board Basics—AGB Statement on Institutional Governance and Governing in the Public Trust: External Influences on Colleges and Universities

West Virginia Education Policy Commission
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West Virginia Education Policy Commission
Rate your degree of satisfaction with each of the following on your current board

Ratings from 1-5—not at all satisfied to highly satisfied.

1. The quality of the information provided to the board by the president

2. Your overall satisfaction with serving as a board member

3. The degree to which board members adhere to confidentiality requirements
Rate your degree of satisfaction with each of the following on your current board

4. The degree to which your contributions to the work of the board are valued
   ________

5. The overall effectiveness of board management and organization
   ________

6. How your time as a board member is used
   ________

7. The size of your board
   ________

Rate how well your board accomplishes the following tasks

Ratings 1-5—not at all well to extremely well

1. Maintaining good communications with the institutions’ president
   __________

2. Getting along with one another despite disagreements
   __________

3. Having well-organized, productive meetings
   __________

4. Maintaining good relations with the university’s fund raising foundations(s)
   __________

5. Striking a balance between appropriate oversight and management
   __________
Rate how well your board accomplishes the following tasks

6. Having good procedures for evaluating the president
7. Staying abreast of relevant legal issues
8. Obtaining and providing financial support for the institution
9. Having good procedures for the orientation and training of new board members
10. Having good procedures for evaluating the performance of board members

Here is how trustees rated, in descending order, what is most likely to cost a president his or her job

1. Personal scandal—4.5
2. Keeping information from the board—4.4
3. Failure to balance the budget over several years—3.9
4. Lack of good communication skills—3.7
5. Poor faculty morale—3.6
6. Failure to meet fund-raising goals—3.3

1 = not at all likely; 5 = extremely likely

What do you think is most important?

West Virginia Education Policy Commission
The Nuances of Board Roles

- Governance Hat. Worn only when the full board meets, proper notice has been given and a quorum is present. The board is the ultimate legal and moral authority for the institution. The government authorizes the board to be accountable to the public for running the institution. An individual board member has no authority in governance. Governance is a group action.
Implementation Hat. Worn only when the board gives one or more board members authority, with presidential concurrence, to implement a board policy. Seldom, but occasionally, the board delegates to at least one of its members to act on its behalf—to help determine which firm will do the next financial audit, hire a consulting firm, etc. Such authority is not automatic just because a person is a board member. It depends on the board giving its authority in an official board meeting. In such instances, the board member or board members report to the president, not the full board. If this hat is frequently worn, the governance system isn’t working.
- **Volunteer Hat.** Worn at all other times when board members are involved with organizational activities. Examples would be fund raising and political friend raising. In this volunteer capacity, board members are accountable to someone else in the administration such as the president, the VP for development, etc.

Adapted from *Nonprofit Board Answer Book, 2002 Board Source*
But what is a board to do when policies aren’t being properly implemented?

Don’t do this. Take over and do the work for the University.

Do this. Institute protocols that allow for effective communication between board members and various constituents and with the president.

Do this. Insist on accountability. Policies that are clear, assignment of responsibilities, time lines, and performance evaluations make this happen... Things either get better or personnel changes are needed
But what is the president to do if there is micro management?

Don’t do this.
Complain but accept no responsibility for positive change.

Do this. Insist that protocols are followed and strongly deal with implementation matters.

Do this. Make sure that policies are carried out. Take leadership.
Shared governance doesn’t mean inertia!

“Boards and chief executives should establish deadlines for the conclusion of various consultative and decision-making processes with the clear understanding that failure to act in accordance with these deadlines will mean that the next highest level in the governance process may choose to act. While respecting the sometimes lengthy processes of academic governance, a single individual or group should not be empowered to impede decisions through inaction.”

STRUCTURE IS GOOD: CULTURE BETTER
Components of a High Performance Board Culture

- Homework in advance of meeting
- Conflicts of Interest avoided
- A focus on what is most important
- A strong board value of mutual respect
- Candor
Components of a High Performance Board Culture

- Caring
- Confidentiality
- Honesty
- Trust
- Focus on policy
We the Board of ______________are committed to the welfare of our institution. We recognize that to effectively do our job, we must establish and maintain a culture of mutual respect. We will adhere to the following values: candor, confidentiality, honesty, trust, focus on policy, and caring for one another.

We will do our homework, focus on what is most important, avoid conflicts of interest, and respect the president’s responsibility to manage the institution.

We recognize that __________’s success depends on our working together, and we pledge to do so.

Signed….

Prepared by Buzz Shaw—April 21, 2009
Rogue Trustees

From Monograph released by the League for Innovation in the Community College (09). Anonymous comments from 59 presidents about troublesome trustees.

“Undermine and attack the president either by secretly meeting disgruntled faculty and staff or inappropriately aligning themselves with employee organizations.”

“Influence the hiring and promotion of college employees...especially family or political supporters.”

One perceived motivation is...“acting in ways that will help them politically.”

...“The time and energy the is expended simply dealing with the trustee has cost the college both in terms of manpower and dollars—time and money that could have been better spent on more productive endeavors.”
WHAT TO DO?

Soft strategies—codes of ethics, handbooks, and guidelines to prevent abusive behavior—time limits on speakers during meetings—strict attendance rules—prohibiting board members from making direct requests of staff.

Hard Strategies—using the college's potential loss of accreditation as a curb on behavior—deal with it, Mr. or Mrs. Chair