



BOARD OF GOVERNORS SUMMIT

WEST VIRGINIA HIGHER EDUCATION POLICY COMMISSION

Luncheon Meeting for New Board Members

July 23, 2010

**Stonewall Resort
Roanoke, West Virginia**

**Richard Novak
Senior Vice President for Programs and Research
Ingram Center for Public Trusteeship and Governance
Association of Governing Boards of Universities and Colleges**

Discussion Outline

- I. Introductions
- II. Plan for the time together
- III. Rewards of board service
- IV. Responsibilities of individual governors
- V. Responsibilities of the whole board
- VI. Test of an Effective Board

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Responsibilities of Individual Board Members

1. To seek to be fully informed about the college or university and its role in the state and in higher education, and to be responsive to the changing environments which affect the institution
2. To support the mission of the institution or university system.
3. To speak one's mind at board meetings but to support policies and programs once established.
4. To understand that the trustees' responsibilities rest with policymaking and not involvement in administration or the management process.
5. To strengthen and sustain the president while being an active, energetic, and probing board member exercising critical judgment on policy matters.
6. To communicate promptly to the president and board chair any significant concern or complaint and then let the president deal with it.
7. To defend the autonomy and the independence of the university.
8. To maintain an overriding loyalty to the entire university or university system rather than to any part of it or constituency within it.
9. To represent all the people of the State and no particular interest, community, or constituency.
10. To help enhance the public image of the university system, institutions, and its board.
11. To recognize that authority resides only with the board as a whole and not in its individual members.
12. To recognize that the president or chancellor is the primary spokesperson for the university or the system and the chairman of the board is the only other person authorized to speak for the board.
13. To foster openness and trust among the board, the administration, the faculty, the students, state government, and the public.
14. To maintain a decent respect for the opinions of one's colleagues and a proper restraint in criticism of colleges and officers.
15. To recognize that no board member shall make any request or demand for actions that violates the written policies, rules, and regulations of the board or of the university.
16. To maintain the highest ethical standards and never to allow any personal conflict of interest to exist.

Other:

- Come to board meetings prepared
- Commit the time
- Model behavior for campus community

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The Governing Board's Responsibilities

1. Clarify and/or reaffirm the mission.
2. Select, appoint, support, and assess the performance of the chief executive.
3. Approve (and participate in) institutional or strategic planning.
4. Ensure effective financial management and ensure fiscal integrity.
5. Ensure educational quality; and review educational and public service programs in light of the mission.
6. Preserve institutional independence.
7. Ensure that institutional policies and processes are current and properly implemented.
8. Engage regularly with the institution's major constituencies – in other words relating the institution to the state and community, but also with internal constituents.
9. Model ethics, behavior, and transparency; open meetings and records compliance.

Some other responsibilities of the board:

- Ensure the well-being of the faculty, students, and staff.
- Ensure adequate and well-maintained facilities.
- Serve as a court of appeals if necessary.

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Test of an Effective Board

General

1. **A Sense of Mission.** Our board’s bylaws include a comprehensive (though not exhaustive) list of the board’s key responsibilities – a “job description” that cites the board’s major areas of authority in contemporary, “state of the art” language that helps to distinguish “governance” from “management” functions. (Note: It is unlikely that simply borrowing prose from enabling state legislation or relevant regulation will prove to be adequate for this purpose.)
2. **Expectations.** Our board has adopted its own “statement of board member responsibilities” that sets basic expectations for the conduct of all *individual* trustees. That is, the board has adopted standards of performance that all are expected to adhere to in the course of their trusteeships.
3. **For the Record.** Our board functions effectively under the state’s open meetings and records laws and has full and open debate. Our board has requested that an accurate record of member attendance be maintained and provided as part of every board meeting’s materials for all board members (i.e., attendance by name).
4. **Giving.** Our board accepts the fact that every trustee has an ethical responsibility to set a good example though their personal philanthropy that reflects their financial means. That is, the board accepts the fact that, as the

institution increasingly seeks private support, it should be able to claim 100 percent trustee participation in annual giving.

5. **Self-Assessment.** Every three or four years our board commits itself to a comprehensive self-study of its strengths and shortcomings. We engage a third party to help ensure objectivity and to serve as a resource. By doing so, we set an example for the academic community and the campus, and acknowledge that even good boards can be better.
6. **Open Dialogue.** Board meetings should be conducted for full participation of all members. Should our board be in one of the states that require board retreats to be conducted with media present, we have decided that it is better to proceed with press present than not to conduct retreats or other candid discussions at all.
7. **The Exceptional Case.** Our board's bylaws include a provision that elaborates a process by which trustee conduct that is non-contributing, consistently truant, or egregiously inappropriate can be addressed, or at least called to the attention of the appointing authority for possible action, including possible removal. Use of such process requires a 2/3 vote or more of board members.

Leadership

8. **Board Chairs.** Our board avoids the practice of enabling every member to be chair of the board for one-year terms. It has adopted a bylaw provision similar to this wording: "The chair shall serve for renewable one-year terms. Ordinarily, he or she shall serve for at least two years, but not more than four consecutive years." Not every trustee has the time, disposition, commitment, or skills to be an effective chair and there should be no presumption of entitlement.
9. **Choosing Board Chairs.** The board chooses its own chair – not the governor or anyone else – and on the basis of merit and leadership abilities. Moreover, our bylaws do not require or presume that the incumbent vice chair of the board will succeed the incumbent chair. Board accountability begins with the Board's flexibility and responsibility to choose its own leaders.
10. **Bringing on New Board Members.** Our board insists that we sustain a high quality orientation program for our board members. Conducted over the first 9 to 12 months of a trustee's first year of service, the program gives considerable attention to the nuances of trusteeship and the policies and procedures by which the board does its work, as well as orientation to the institution or system of campuses and the state policy environment. Furthermore, our Board's leaders help to conduct the program.

11. **Building the Entire Board.** Our board chair and the president consistently focus on their joint responsibility to plan and develop in-service activities and experiences to enhance the Board's capacity to meet its responsibilities and strengthen its performance. We plan and budget annually for trustee participation in state, regional, and national meetings, retreats away from campus, and for guest experts who contribute to our deliberations on important strategic matters confronting the institution(s).

Board Meetings and Committee Structure

12. **Meetings.** Our board conducts six regular board meetings annually. (Nationally, public university and system boards meet between 4 and 12 times annually; but often there is an inverse relationship between the number and length of meetings and actual performance. Nationally, the median number is about six meetings). Fewer – but stronger meetings – may contribute to more strategic thinking and action. A consent agenda is used whenever possible to handle routine matters.
13. **The Big Picture.** Our chief executive works closely with board leaders to devote a part of each board meeting to provide awareness and understanding of the strengths and needs of the institution, as well as general trends in higher education. We think of each board meeting as “part-seminar,” opportunities to bring faculty, students, alumni, business leaders, and other constituents to the boardroom – as well as Deans and other academic leaders to help assess the strengths and weaknesses of major academic programs over time.
14. **Getting Away.** At least every other year the board devotes two days to a “retreat.” On alternate years the retreat is devoted to a key strategic issue confronting the institution, or to a review of progress against goals in the institutional plan. Other years, the Board devotes the retreat to a comprehensive self-study of its performance [see good practice number six above].
15. **Committees.** The number of our board's standing committees bears a sensible relationship to the size of our board. Minimally, no trustee serves on more than two committees – preferably only one – not including the executive committee. Furthermore, there is an appropriate level of trust among our members such that not all trustees feel compelled to attend all committee meetings. Oral reports of committee work are given at board meetings only when there is a recommended action or when the committee seeks the board's guidance. (If we have an executive committee, it avoids the temptation to make decisions that should be reserved for the board itself.)
16. **Fiscal Stewardship.** In keeping with the spirit of the federal Sarbanes-Oxley Act, the Board has an audit committee that functions with a clear and comprehensive set of responsibilities. It is either an active subcommittee of

the Finance/Budget Committee or, more preferably, it is a separate standing committee whose chair is not a member of the Finance Committee.

17. **Taking Stock.** At the end of at least every other regular board meeting we devote a few minutes to a discussion of these questions: 1) What were the merits and demerits of our meeting today (related to the agenda, supporting materials, advance committee work, or other matters)? 2) What should we do to make our next meeting even more effective and efficient?

Other Signs of Effectiveness

1. **Cohesion.** Our board members understand the importance of knowing one another as individuals – as well as our senior staff. We make time to socialize in connection with our meetings over dinners, but also apart from them at campus events, retreats or away from campus.
2. **Focus.** Our chief executive and board leaders work very hard to keep us focused on long term strategy, priorities, and goals. This isn't easy, but by improving the meeting agenda and using "consent" groupings of required approvals on operational matters, having fewer but longer meetings, and emphasizing discussion over "presentation," our board is more engaged, more stimulated and motivated, more knowledgeable about the key issues facing the institution(s), and more willing and able to serve as an effective advocate.
3. **Communication.** Our chief executive does a splendid job of keeping us informed between board meetings through an informal communication via e-mail and other mailings that succinctly brings news of emerging issues and opportunities.
4. **Board Policies.** Our board codifies or catalogs all board policies. We believe it a good practice to state the date of adoption or amendment of each policy and whether it is subject to annual, biennial, or other review.
5. **Ability to Articulate Institution's Mission.** We are especially equipped to understand and explain how the mission of our university fits into an overall statewide plan or strategic agenda for higher education and how the institution contributes to the state's or region's future.
6. **Balance Advocacy with Oversight.** Our board balances advocacy to external constituents with the need for oversight and institutional accountability. We monitor institutional performance on several indicators that give us a clear indication of the institution's successes as well as areas of potential improvement.

7. **Consultative but Decisive.** Our board doesn't delay decisions on difficult issues or defer unnecessarily to elected officials, the administration, or faculty. We know when to reserve decisions for ourselves and when to delegate.

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AGB

**Richard Novak
Senior Vice President**

**Association of Governing Boards of
Universities and Colleges**

Washington, DC

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Test of an Effective Board (General)

1. A Sense of Mission.
2. Expectations.
3. For the Record.
4. Giving.
5. Self-Assessment.
6. Open Dialogue.
7. The Exceptional Case.

Test of an Effective Board (Leadership)

8. Board Chairs.
9. Choosing Board Chairs.
10. Bringing on New Board Members.
11. Building the Entire Board.

Test of an Effective Board (Meetings and Committees)

12. Meetings.
13. The Big Picture.
14. Getting Away.
15. Committees.
16. Fiscal Stewardship.
17. Taking Stock.

Test of an Effective Board (other)

1. Cohesion.
2. Focus.
3. Communication.
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