Board Chair Handbook

Prepared for the Association of College Trustees for Washington State
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Introduction

The chair of the board of trustees holds a very important position. The chair leads the board and facilitates board processes. He or she plays an important role in ensuring that the board effectively governs the institution and that trustees work together well. The chair is often perceived as the major spokesperson for the board. She or he is usually the primary point of contact with the chancellor or college president (chief executive officer [CEO]).

Because of the importance of the position, effective boards describe what is expected from the chair, give thoughtful consideration to selecting the chair, and provide necessary support and training to help that person perform the duties as defined. Board chairs are required to be knowledgeable about many areas, including board policy, major district issues and programs, community and state policy trends and issues, and laws related to boards and board meetings.

This handbook provides important information for boards and their chairs. The document explores:

- the authority, roles and responsibilities of the chair,
- considerations in selecting the chair,
- the relationship between the board and the chief executive officer,
- principles of running effective meetings,
- methods to strengthen the effectiveness of the board as a team,
- ethical considerations of being chair, and
- the chair's responsibilities in a variety of situations.

Roles and Responsibilities

Authority

The board chair has the authority to chair board meetings, and may be delegated other powers by the board. However, the chair gains no additional authority as an individual trustee—he or she has no more legal power than any other board member. The person in the position is obligated to represent the board's decisions and to reflect the voice of the entire board when working with the college president or representing the board to the public.

Authority that the board has specifically delegated to the chair should be stated in board policy or bylaws. The board may take separate action to delegate certain responsibilities from time to time, such as being the point of contact for the media to speak on behalf of the board.

Responsibilities of the Chair

The following is a brief overview of possible responsibilities. Each area is explored in more detail in separate sections.

Preside over Board Meetings. The chair presides over board meetings and ensures that discussion and decision-making are orderly and deliberate. He or she ensures that the meetings are conducted in a way that is fair to everybody—that diverse opinions are heard, issues are explored, time is used efficiently, and closure on issues is reached.

Work Closely with the CEO. The board chair is usually a major source of support and counsel for the chief executive. The role includes working with the CEO to develop the board meeting agenda.

Represent the Board and District. The board chair is often viewed as a primary advocate for the college and a spokesperson for the board. The responsibility flows from the board's duty to represent the college in the community and advocate college interests to state and national policy makers.

Ensure the Board Fulfills Its Role. The chair helps ensure that the board performs legally and well and that it represents public interests, focuses on policy, and assures the quality and integrity of college programs and services.

Create a Positive Climate. Chairs help create a positive climate for board work through their behavior. Effective chairs model standards for trustees' behavior by adhering to principles of effective trusteeship and expecting other trustees to do the same. They epitomize what it means to be stewards of the public trust.

Facilitate Teamwork. Board chairs build a sense of team and help trustees work together. They ensure that there is respectful and ongoing communication among board members. They address and try to resolve dysfunctional behavior.

Board Education. The board chair ensures that there is an ongoing program of trustee development to ensure trustees are knowledgeable about their roles and the issues facing the college.

Board Evaluation. The board chair ensures that the board conducts a board self-evaluation at least annually, and uses the results to improve its performance.

Trustee Appointments. The chair is a key contact during the new trustee appointment process, ensures that support and information is providing to potential candidates, and works with the CEO to orient the new trustee to the role.

Sample Policies

Board policy often includes descriptions of the roles of the chair and other officers. Examples related to chair responsibilities are:

Example 1:
The board chair is elected by the board in [*identify month*]. The duties of the board chair are to:

- Preside over all meetings of the board.
- Call emergency and special meetings of the board as required by law.
- Consult with the president on board meeting agendas.
- Assure adequate communication with the board regarding district matters, board roles and practices, and policy issues.
- Foster adherence to communication protocols and ethics policies.
- Participate in the orientation process for new board members.
- Assure board compliance with policies on board education, self-evaluation and CEO evaluation.
- Represent the board at official events or designate board representation.

Example 2
The role of the board chair is to lead the board members in carrying out their duties and responsibilities in partnership with the college president. The board chair shall:

- Be knowledgeable about the college and the communities that comprise the district. Use that knowledge in part to help the board and the CEO focus on the future.
- Ensure the board is involved in defining the vision and mission, is focused on student success, and monitors institutional effectiveness.
- Communicate regularly with the president and as needed with the board to keep all members informed about district matters specifically and community college issues in general.

- Represent the board to the public. The board chair may attend public events on behalf of the board or designate other trustees to do so.
- Ensure all members follow principles and policies related to board effectiveness and education.

Selecting the Chair

Given the importance of the role, wise boards pay careful attention to ensuring the success of the board chair. Being an effective chair depends on having time, experience, knowledge of the issues, and good leadership and interpersonal skills. Boards should encourage the development of the leadership potential of all members so all trustees may be able to be an effective chair.

Required Skills and Knowledge

Board chairs should bring the following to the role:

- interest in being the chair and desire to lead the board;
- additional time and energy to take on the responsibilities of being chair;
- leadership, communication, and facilitation skills;
- awareness and understanding of community college district issues;
- knowledge required to run board meetings effectively;
- ability to work constructively with the CEO;
- ability to resolve conflict and handle difficult situations; and
- a willingness to represent the decisions of the board and support the institution.

How much time is required to be chair? On the average, most trustees spend anywhere from three to six hours a week on district business—chairs may spend at least an additional two to three hours. Board chairs need additional time to prepare for meetings and consult on agendas, talk or meet with the CEO, represent the board at college and community events, and attend state and national conferences. Chairs often must study issues in more depth to anticipate, encourage, and handle contributions and information from many different sources. By virtue of the position, they may receive more calls from the public and media.

Board chairs are required to be knowledgeable about many areas, including board policy, prior board decisions, background on agenda items, major district issues and programs, and community and state policy trends and issues. They also need to know and adhere to the provisions of the open meetings laws and basic parliamentary procedure.

Additional time and skills may be needed when the college is undergoing major changes or might be facing unique situations. Hiring a new president, holding a bond election, undertaking a major project such as a capital campaign, or providing leadership during tough employee contract negotiations all may require extra attention from the chair.

Wise boards ensure that all members have the skills necessary to assume the chair and other leadership positions. They support conference attendance and other training for the chair position. Boards benefit when they have a pool of talent to tap for the board chair position.

Approaches to Chair Election

State law provides that boards elect the board chair (RCW 26B.50.100). The nomination and election processes should reflect the intent of open meetings laws.

Boards generally elect the chair annually. Some boards have the expectations that each member takes a turn and/or the vice chair is "in line" to be elected chair. Others boards elect chairs for consecutive terms. Whoever is elected should have the skills and knowledge described in the prior section. They must have the ability to serve and meet the needs of the board.

Prior to electing a board chair the board as a whole may review the needs of the board and identify specific skills and time that may be necessary in the coming year(s) due to special circumstances. Once criteria are identified, it is easier to identify potential candidates for the board chair.

Candidates are usually nominated for the position by other trustees, although some boards have a committee or depend on the chair to be the nominator. Committees or the chair identify people who would be interested and have the necessary time and skills to serve as chair.

Succession

A number of boards plan for succession into leadership roles. They consider the vice chair position to be preparation for the chair. Serving as vice chair allows a trustee to learn about the required skills and arrange their schedules to commit to the time needed. However, circumstances can interfere with succession plans, and boards need to be flexible.

Rotation

Many districts have a practice of rotating the responsibility for serving as chair through all members in turn. The practice has both advantages and drawbacks.

Advantages include:

- All trustees on the board have the opportunity to lead the board. They learn what is required to be in that leadership position and can appreciate the demands on the position.
- Chairs become much more familiar with the district and the issues it faces because they are more involved in agenda development, work more closely with the CEO, and must represent the district to the college and community and perhaps to state leaders.
- Trustees know when it will most likely be their turn and can plan accordingly. They can arrange their jobs and family lives to allow for the extra hours that they will need to devote to board work. They can also begin learning any additional skills they need to be effective.

- The "politics" of running for the chair position are reduced, because everyone will eventually have a turn at being chair.

There are potential drawbacks to rotating the position through all members in turn. Some considerations are:

- It may be someone's "turn" to be chair who was recently appointed to the board. It may be unfair to new trustees to ask them to assume a leadership role when they need time to learn more about the board and district.
- Some members do not have the desire and time necessary to be chair, and it is unfair to the board and the institution to expect them to provide leadership just because it is their turn to do so.
- Occasionally, there are board members who do not have the support of a majority of the board—putting them in the chair position may cause additional conflict.
- The board may be facing unusual events such as a new CEO, a bond election, tough union negotiations or major community outreach. These situations may require extra time and specialized skills in facilitating contentious meetings, handling conflict, dealing with the public, building and maintaining good relations with the community, working with a new CEO, or understanding union negotiations. Some trustees are more skilled than others are in these areas. As a result, the board may consider having the person with the required skills in the chair position.
- A situation may arise where the board wishes to skip a person's turn because of one or more of the above. Doing so when the practice of rotation is long established causes hurt feelings and possible conflict on the board. Therefore it may be preferable to avoid the expectation that there is a "guaranteed" rotation.

No matter which approach is used to elect the chair, once the chair is elected, he or she assumes the responsibilities and the rest of the board must support that person in the leadership role.

Consecutive Terms

Trustees may be elected to the chair position for consecutive terms. It may be beneficial for the board to have continuity in the leadership position for any number of reasons. Boards may wish to continually re-elect people who have excellent leadership skills to the position; nationally, it is not uncommon for chairs to serve for a number of years.

Boards that avoid having one person as chair for numerous consecutive terms often do so to prevent the perception that one board member is more important than another. They avoid putting the burden of the chair position on any one person for an extended period of time. It also ensures that the leadership opportunity is open to all members.

Board Chair and CEO Relationship

The board chair is usually viewed as the primary point of contact between the board and the chancellor or president. The two people communicate regularly about board meeting agendas, major issues and expectations. Together, they identify and plan how to address issues that require attention by the board and CEO. The chair is often a sounding board for the CEO and ensures that he or she has the support necessary to do an excellent job.

Meeting Agendas

The CEO, as professional advisor to the board and leader of the institution, recommends topics for and prepares the board agenda items. However, the agenda is ultimately the board's agenda, and the chair plays an important role in working with the CEO to plan board meetings and to ensure agenda items address appropriate issues and contain information that will be useful to the board.

Support and Counsel

The board chair is often a major source of support and counsel for the chief executive. She or he is usually the first trustee a CEO will contact regarding an issue. The CEO may count on the chair to brainstorm ideas, seek advice, check perceptions, discuss frustrations, and propose courses of action. Ideally, the chair will listen well and provide appropriate guidance for the CEO.

Therefore, the board chair and the CEO should be in regular communication. How often depends on the personal styles and preferences of each person and the issues to be addressed. When a new chair is elected, one of the first tasks is for the CEO and chair to discuss preferred modes and schedules for communication.

Clarifying Expectations

The board employs the CEO and is vitally concerned with his or her success. The board chair affirms and represents the board's expectations for performance. The chair may help clarify for the CEO the direction of the board, but should never substitute his or her opinion for the expectations of the board as a whole.

The chair also ensures that the chief executive is regularly evaluated. She or he oversees the evaluation process to ensure that it is constructive and fair.

When CEOs Leave

CEOs leave for any number of reasons—they move on to another position, retire, become too ill to perform, or leave due to differences between the board and CEO. No matter why a CEO leaves, he or she must be honored in a manner befitting the position of president. The

board shows its respect for the position when they make positive comments to the media about the person, show public appreciation for the contributions of the CEO, and provide for receptions or other events to mark the departure.

The board chair should ensure the departure activities appropriately reflect this respect even (or especially) if the departure is because of disagreements between the board and CEO. Honoring the CEO fosters a positive image for the board and college, and as a result, boards find it easier to attract quality candidates for the vacant position.

New CEOs

The board chair position assumes greater importance when the board must conduct a search for a new CEO. The chair provides leadership for the process and ensures it is conducted in a manner that will result in the selection of the best person possible.

As soon as it is known that the CEO position will be open, the board chair ensures that the board initiates the general search process. Often, the outgoing CEO can help the board determine the steps to take. The board may wish to seek help from state and national associations on conducting the CEO search.

Board chair duties in the search process include the following. They may be delegated to a board committee or other trustees, but the chair is ultimately responsible.

Oversee the search process. The board chair ensures that the process is going smoothly and that tasks are completed according to the schedule.

Ensure assessment of needs. The chair makes certain that the board assesses what the district will need from the new CEO in terms of specific leadership skills, and establishes clear expectations for the new person.

Inform the committee. The board must communicate what they are looking for in a CEO to the consultant and screening committee.

Work closely with consultant. The board chair usually serves as the primary contact with the person hired or appointed to facilitate the search and selection process.

Ensure that interviews are thoughtful and conducted professionally. The chair ensures that interviews are thorough, fair, revealing, and conducted with courtesy. The consultant helps the board in this process, but it is up to the board chair to represent the district.

Ensure reference information is considered appropriately. Although the consultant or other designees do the reference checks, the chair ensures that they are thorough, the information is presented fairly, and the board considers it in a thoughtful fashion.

Facilitate the discussion of who to select. The board chair keeps the discussion of who to select on track. He or she may start the discussion by reviewing the criteria and expectations that the board established as most important. The chair helps prevent discussions from focusing on attributes that are irrelevant to the selection. He or she seeks consensus on the selection and pledges of support from all of the trustees for the new person.

Oversee contract negotiations. The board chair, a trustee, or other designee may oversee or conduct the contract negotiations with the selected candidate and college counsel. The board should have established general parameters early in the process, but it is often necessary and wise to fine-tune the contract with the person who is offered the job. The board chair oversees that process and may speak for the board within the limits established by the board.

Announce, welcome and provide ongoing support to the new CEO. Now comes the exciting part – announcing the selection and ensuring that it is publicized to the college and community. The chair assures that appropriate welcoming events are held, the CEO is introduced to key community leaders, and that the CEO is oriented to and has the ongoing support needed to learn about the district and the specific demands of the position. Board chairs may wish to meet with new CEOs more often than usual and to be readily available for questions, support, and counsel.

Representing the Board and District

In order to represent the board and district well, the chair should be knowledgeable about the district, board policy, and external events that affect the college(s). The chair is often asked to explain, defend, and advocate board decisions and institutional actions, and therefore must have a thorough grasp of the issues. It is important that the chair is willing to promote only board actions and institutional positions, not personal views.

Engaging in representation and advocacy means that the chair may spend additional time attending conferences and meeting with community leaders and legislators. He or she should be available to participate in activities in which the board's voice will help further the interests of the college.

To fulfill this role, the chair must be willing to spend the time to become informed. He or she may meet with the chief executive, public relations officer, or other administrators to be briefed on issues. The chair should be prepared to talk with civic leaders, legislators or the media. It is important to know how to handle questions or challenges gracefully, succinctly, and knowledgeably.

The board chair also has a number of important ceremonial duties, which are among the joys of the position. Almost all trustees attend graduation and may attend district and college plays, sporting events, and special programs. However, board chairs often are called on to represent the board at certain activities, including opening days, convocations, and other college-wide events. Participating in these events is an excellent way to learn about the district, show support for its programs and services, and learn about the quality of the faculty and staff. Trustee presence is always noted and appreciated.

In addition, the board represents itself well when members, particularly the chair, promote the college in the community. The chair may go with the president to garner support from potential donors, local officials, or community groups. He or she should be seen as a strong booster for college causes. The district gains when the chair is able to speak on behalf of the college at community organizations and service clubs and with business leaders. Therefore, board chairs should have good public relations skills.

Running Effective Meetings

The board chair presides over board meetings. As this responsibility is the most public and consistent, it may be the most important to perform well. Effectively run meetings reflect favorably on the board and institution. Board chairs must know how to encourage and facilitate productive discussion, handle disruptive behavior, and use basic parliamentary procedure.

Effective Meetings

The characteristics of effective meetings are:

- They start and end on time.
- The rules for participation are clear to board members, staff, and the public. They may be reviewed at the beginning of the meeting and are included in the written agenda.
- There is sufficient time to discuss major issues. People do not feel overly rushed or silenced.
- Discussion is kept to the point. People do not feel their time is abused by discussion that is irrelevant or overly redundant.
- The agenda is not so full that the meeting will be overly long. It is well planned and issues can be addressed in the time allocated for the meeting.
- The agenda items provide sufficient, succinct information. Board members and the public trust that the decisions the board makes are well informed.
- The agenda items clearly state what is expected from the board members.
- People who wish to speak are able to do so within reasonable limits.
- The chair is pleasant, fair, and even-handed in running the meeting.

The length of a meeting depends on what type of meeting it is. Regular business meetings may last an hour or two. Meetings that involve a great deal of discussion and board interaction, such as study sessions, may be longer. Meetings or workshops that require over three hours should include breaks and refreshments—it is difficult for people to participate effectively in long meetings without a break or two.

Different types of board meetings have different goals and may require somewhat different leadership on the part of the board chair.

> *Business meetings* are the most common type of meeting. The purposes of business meetings are to take action on items that require board action, discuss issues for which future board action may be required, provide an opportunity for public input, and receive sufficient information to enable the board to perform its duties.

Closed sessions are meetings closed to the public and college employees. They are limited to topics permitted by open and public meeting laws, such as issues related to personnel, contract negotiations, and legal proceedings. The board may address only those items that are listed on the closed session agenda.

Study sessions and retreats are held whenever the board wishes to explore or learn about an issue in depth without taking action. The discussion is generally more informal than in business meetings, and may cover a wide range of topics, such as budgets, strategic and master plans, accreditation, college programs, community trends, major initiatives, bond elections, foundations, facilities, board self-evaluations, and annual goals.

Such discussions educate the board about the college and community, assist the administration in preparing items for future board action, and strengthen the board's performance. They allow for more informal and open discussions than business meetings, and foster board members getting to know each other better.

The board chair usually facilitates study sessions, while retreats (which tend to be longer and focused on planning and board operations) are often facilitated by a third party so that the chair may participate fully.

Community hearings or forums. From time to time, the board may wish to enter into broad policy or strategic discussions with community members and the college leadership, generally related to future planning and long-range goal setting. These meetings are more open-ended and exploratory than a study session. Other terms for them include strategic conversations, community forums, visioning, and "future searches." All participants in these workshops are involved in discussions, but the sessions are usually facilitated by staff members or external consultants who are skilled in running these types of meetings.

Even though the board chair plays different roles in each of the above, the chair is responsible to ensure that alternatives are explored, diverse views are considered, and that the process is efficient and orderly.

Tasks for the Chair

Running effective meetings requires preparation. Board chairs need to understand the agenda items and know the background and issues. They should talk with the CEO about potential problems, pitfalls, and concerns. They need to know how to facilitate and then reach closure on discussions, how to move items along, and how to handle problems. They are responsible for the conduct of the meetings, and therefore take a less active role in debates and discussions. They reserve their comments for the end of the discussion and debate phase.

The chair's responsibilities during the meeting are:

- Call the meeting to order at the time set.
- Clarify the procedures and times for members of the audience to address the board. Assure that public remarks are addressed to the chair, not to staff or other trustees.
- Follow the agenda; clarify what is happening and what is being voted on at all times.
- Ensure that debate is confined to the merits of the question and that personal attacks are avoided.
- Formalize decisions by acting on motions or other official methods of determining consent
- Ensure all board members who wish to speak have been heard before recognizing speakers for a second time.
- Ask that disruptions, whispering, or other commotion cease when necessary.
- Deal firmly with frivolous or delaying debate and motions.
- Call for breaks at appropriate times.
- Talk no more than necessary. If the chair wishes to enter fully into the debate, he or she make ask the vice chair to lead the discussion until the motion under debate has been voted on.
- Remain calm; deal fairly with all sides regardless of personal opinion.

One of the most common concerns of board chairs is how to ensure that the discussion is productive and focused on the appropriate topic. Parliamentary procedures as well as the tasks listed above provide excellent guidance. In addition, the following advice may help chairs maintain control of discussions and handle difficult situations.

- Model courteous, business-like behavior. Use titles and last names.
- State the rules for participation at the beginning of each meeting, e.g.
  - Public input is welcomed, within time limits and at the designated time.
  - Discussion should be respectful and civil.
  - People should not interrupt each other, although time limits will be enforced.
  - Discussion should stay on the topic.
  - All comments should be directed to the chair.
  - The board will not engage in debate with the public.

- When someone talks on unrelated issues, either ask how their statement relates to the topic under discussion or remind everyone what the topic is. Do not allow discussions to get sidetracked—refocus the discussion to the topic at hand.
- Use the principle that no one should talk a second time until all others who wish to have spoken. It helps prevent one person from monopolizing discussion.
- If contributions become redundant, ask if there are any new perspectives or statements to add. If not, call the question or move to the next agenda item, as appropriate.

- Listen politely to audience member comments, thank them, but do not engage in discussion or debate. Briefly indicate how requests for information or action will be handled.
- Refer requests for additional information or institutional response to the CEO.
- Save personal contributions for the end of the discussion and debate phase; make motions only if no other member of the board will do so.

Meeting Agendas

Generally, the CEO consults with the board chair in the development of meeting agendas. The CEO and board chair may meet to review a draft agenda or a draft may be sent to the board chair for comment. The chair assures that agenda items reflect the business of the board, provides advice on the timing of items, and suggests background information that might be needed.

Boards should have a policy or standard practice on how to handle requests from the public, trustees, and staff members to place something on the agenda. Requests from trustees may be directed to the CEO, board chair, or both. Requests from staff and the public should be directed to the CEO's office. The CEO and board chair should ensure that requests are addressed at the appropriate time and meeting, and that there is sufficient staff time to prepare background information.

Prior to the meeting, the chair reviews all of the agenda items with the CEO, and is familiar with pertinent issues. The chair may look to the CEO for advice during the meeting on handling various situations, answering questions, or providing background on a topic for discussion. The CEO is in an excellent position to observe the dynamics of the meeting and provide an objective perspective, but honors the role of the chair as leader of the board.

The chair should clearly state what is expected from the board in addressing each agenda item. The item itself should clearly state what is needed from the board.

- *Consent agenda.* The consent agenda contains all routine items that require board approval or ratification. For the most part, these are actions that the board is legally required to take but are routine or in areas in which the board has delegated significant authority to the CEO. They usually include approval of minutes, warrants, personnel actions, and routine contracts.

  All items on the consent agenda are moved in one motion. Any trustee or member of the public may request an item to be removed from the consent agenda to be addressed separately.
- *Action items.* Action items require the board to act. They virtually always include a staff recommendation for board action. The item may also include reference to the board policy or law that mandates board action, background information on the issue, and pros and cons of alternatives, if any.

Board action may include tabling or postponing the item for consideration at a future meeting. The board may feel it needs more information or that the issue is so controversial that more study is required. Or, it may direct the item back to the CEO to decide within the district's decision-making process.

- *Information items.* Information items are provided to ensure that the board is aware of key issues. They address a wide variety of topics, including updates from college constituent groups, progress reports on new initiatives, reports that enable the board to monitor college progress and adherence to board policy, and information about regional, state, and national issues affecting the college. Information items generally do not require discussion—the board simply receives the information.
- *Discussion items.* Discussion items seek board input and comment. Study sessions are often scheduled to address these types of issues. Topics may include those that may require board action in the future and those where the staff wishes to explore alternatives and issues with the board prior to preparing a recommendation. Examples are budget hearings, possible new construction, bond elections, plans for major new programs, and community and state policy changes that affect board policies.

Legal Considerations

Washington's Open and Public Meetings Act (OPMA) (RCW chapter 42.30) establishes legal criteria and constraints for conducting meetings of public boards and councils. Please refer to the Open Government Resource manual posted on the Washington State Office of the Attorney General website.

The 1971 Attorney General Opinion 33 is a useful resource.

Board chairs should be familiar with the provisions of the OPMA—the following highlights a few key points. The college's president and legal counsel should be consulted to ensure that board meetings comply with the Act.

- *Open and public deliberations.* All meetings must be open and public. A "meeting" is defined meetings at which action is taken, and includes any means of communication in taking the action. "Action" includes including the discussion, deliberation or evaluation that may lead to a final decision. Since email discussions that may lead to decisions are not conducted in public, such discussions between and among a majority of the board are prohibited. Board retreats and study sessions are considered meetings for the purpose of being open and public and for public notice.

- *Public Notice.* All meetings require prior public notification (exceptions include a quorum of trustees at social occasions where no business is discussed).

- *Executive Sessions.* Closed sessions may be held only for specific purposes (most notably personnel, real estate decisions, and discussions with district's attorney on possible or actual legal action), and discussion may address only those items.

- *Special Meetings.* Special meetings are those held at times other than the regularly scheduled meetings and are subject to specific requirements for public notice and agendas. Discussion is limited to only the items on the agenda.

- *Public participation.* The public has the right to attend the meetings. OPMA does not require that the board allow everyone to speak. Good practice provides an opportunity for the public to address the board on matters on the agenda, within reasonable limits on public participation.

- *Maintaining proper decorum.* The board has the right to remove persons from a meeting for disorderly conduct. The board should have policies that establish rules for decorum and the process for removing disruptive people.

Parliamentary Procedure

Parliamentary procedures or other rules of order provide guidance for running meetings. A common reference is Robert's Rules of Order,[1] primarily designed for large group assemblies. Other guides address small groups, including *Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century*, by Dave Rosenberg and *The Modern Rules of Order* by Donald Tortorice. The National Association of Parliamentarians, the League of Women Voters, and other associations provide resources, and references can be found by perusing bookstores and websites.

The purposes of parliamentary procedure and other rules are to allow everyone to be heard and make decisions with the minimum of confusion. The rules are designed to foster democratic decisions, protect people's rights, and ensure a fair hearing on all sides of an issue.

Parliamentary procedure is meant to help, not hinder the flow of a meeting. The procedures should be adapted to fit the needs of any organization. Boards may determine under what conditions they will use certain rules. Boards that consist of a dozen or fewer members are defined as "small groups" in Robert's Rules, and the rules of order are more informal for them. Many community college boards follow these rules.

Boards may establish specific rules and procedures that take precedence over Robert's Rules or other references. The chair should be knowledgeable about these rules and related board

[1] There are a number of books that describe Robert's Rules. The National Association of Parliamentarians identifies the following as the authority: *Robert's Rules of Order Newly Revised* (Eleventh Edition) by General Henry M. Robert, et al, published by Perseus Publishing, 2011. Also see various websites for resources.

policies and have copies available for reference at the board meetings. It is helpful to reinforce the rules from time to time by briefly reviewing them at the beginning of a meeting. It is particularly important to do so at a meeting where significant public participation is expected or there are controversial items on the agenda. Extensive discussion and debate requires fair application of rules.

Using parliamentary procedure or similar rules requires the chair to:

- Retain control of the meeting at all times.
- Clearly explain the rules, options of the board, and reasons for his or her actions.
- Keep things as simple as possible.
- Advise the board on wording of motions and the best way to proceed to avoid needless complications.
- When in doubt, respect the wishes of the majority, protect the minority and do what seems fair and equitable.

Common Parliamentary Procedures

Parliamentary procedure is comprehensive and covers a wide variety of situations. However, most board business relies on a number of basic procedures, highlighted below and taken from *Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century.* (Judge Rosenberg published these rules to apply to small groups, such as city and county councils and governing boards.)

Agenda item discussion. The chair first announces the agenda item and what is expected (information, discussion, action). Then the chair invites the appropriate people (such as the CEO or board committee) to report on the item, including any recommendation they may have. Third, the chair asks if board members need clarification on technical issues. If appropriate and within board rules, the chair then asks for public comment. At this point, the chair generally asks for a motion. However, many small boards have the practice of discussing an item before motions are made.

Motions. There are three common types of motions: the basic motion that describes the decision to be made; a motion to amend the basic motion; and a motion to substitute a new motion for the basic motion. The following process is used to address motions.

- *Make a motion.* The chair invites a member of the board to make a motion. In small groups, discussion may precede the making of a motion. In large groups, there must be a motion on the floor in order to have discussion or debate. When a motion is made, the chair should repeat the motion prior to discussion and again prior to calling for the vote.
- *Second a motion.* Seconding a motion indicates support for discussing another member's motion. It prevents spending time on an issue that only interests one member. However, it is not essential for a motion to be seconded; small groups may dispense with this

requirement. Generally, recommendations contained in reports from board committees do not require a second.

- *Discuss a motion.* For the most part, motions are discussed and debated by the board. (Parliamentary procedure identifies specific motions that are not debatable.) In large groups, debate and discussion occur only after the motion has been made, seconded, and repeated by the chair. The chair monitors the debate and enforces time limits. The person who makes the motion speaks first but may not speak again until all other speakers are finished, and there are limits on the number of times a member can speak to a question.

  In small groups, informal discussion of a subject is permitted without a motion pending. There may not be any limits on the number of times a member can speak to a question, and the chair generally determines when to end discussion.
- *Amendments and substitute motions.* Amendments may be offered to the motion by striking out and/or inserting words. Substitute motions replace the basic motion under discussion with a new and different motion. The chair may determine whether an amendment is really a substitute motion.

  Amendments and substitute motions require a second. Up to three motions may be on the floor at the same time – the chair may reject additional motions. Amendments and substitutes are voted on with the most recent one being addressed first.
- *Taking the vote.* When the chair judges that sufficient discussion has taken place, he or she announces that the vote will take place. If there has been substantial discussion, the motion should be repeated. The chair then calls for a voice vote (or in certain circumstances, a roll call vote).

Moving On. There are times when, for whatever reason, members of the governing body desire to move on without taking a vote on the item at hand. Following are common procedures, none of which are debatable; once seconded, the chair must call for a vote on the motion.

- *Limit debate or call for the question.* Usually, the chair ends the discussion and calls for the question and a motion is not required. However, a member may move to end debate and vote on the motion. Once this motion is made, the chair stops discussion and calls for a vote on this motion, which requires two-thirds vote to pass.
- *Table a motion.* The motion to table an item is used to lay something aside temporarily to take care of a more urgent matter. This action should not be used to postpone indefinitely, postpone to a certain time, or kill an item. After other business is transacted, a member may make a motion to take the item from the table.
- *Postpone to a certain time.* A motion to postpone to a certain time is used to postpone action to a later time or meeting, and the item is then taken up at that time.
- *Postpone indefinitely.* A motion to postpone something indefinitely is used to dispose of a motion without making a decision for or against the issue.
- *Call a recess.* Any member may make a motion to call for a recess, which in large groups must be seconded and is not debatable prior to the vote. In small groups, a second is not required. Normally, the chair determines the length of the recess.

- *Avoid considering an improper matter.* Board members may move to object to considering a matter if they believe it improper to do so. Improper matters or motions include those that violate board rules or laws, conflict with previously adopted motions, or outside the purview of the board.
- *Request information.* Members may say "point of information" when they need specific information about a motion.
- *Give closer study of something.* If additional information or consideration is needed, a motion may be made to refer the topic to a committee or to staff for further study. If seconded, the motion is then discussed and acted on instead of the main motion or amendments.
- *Reconsider a motion.* The intent of parliamentary procedure is to provide a fair and open process for coming to decisions that bind the governing body to support. After a vote is taken, the matter is closed. However, a motion to reconsider may be entertained at the same or next meeting of the governing body. Only a member who voted with the majority may move to reconsider the vote. This motion is used to permit correction of erroneous action or to take into account new information or a changed situation.
- *Question rules or conduct.* Any member may "rise to a point of order" which questions if board's rules are being violated. The chair responds—there is no debate or vote on the action.
- *Adjourn, or fix a time to adjourn, the meeting.* The meeting may be adjourned without a motion or by action of the chair at the point in the agenda specified for adjournment or when all business has been dealt with. Otherwise, adjourning the meeting requires a motion, which may be passed with a simple majority vote.

Establish a Positive Climate

Because of their public role, responsibility for presiding over meetings, and leadership influence, board chairs have the power to create a positive climate, or alternatively, to harm the board and district.

A "positive climate" is one in which people feel free to share and explore ideas and learn from each other. They feel obligated to do so in a way that is respectful of others' ideas, efforts, and opinions. Each person feels that his or her contributions are important. In a positive environment, all board members and staff are dedicated to the success of the institution.

Board chairs influence the climate in any number of ways. Board chairs ensure that board discussions advance the mission and vision of the college. They work with the CEO to create board agendas that focus on student success and the future of the college. They are willing to facilitate "courageous conversations" that explore how well the college is succeeding in helping students reach their goals. They are not afraid to ask tough questions in a supportive manner that seeks information and avoids blame.

Board chairs also help create a positive climate when they are encouraging, supportive, respectful and appreciative of people's contributions. They are enthusiastic about the district and praise its accomplishments. They remember to publicly thank other board members, the CEO, administrators, faculty, and staff for their contributions. They never use the position to pursue a personal agenda or run roughshod over the board process.

Board chairs do not denigrate the work, opinions and ideas of others, even when they disagree with them. They are careful to represent board decisions and do not substitute their own opinions for board consensus. They express their differences civilly and politely. They focus on issues, not personalities. Board chairs model support for the staff and constructive monitoring of performance, rather than looking for things to criticize or berating people when things go wrong.

Board chairs also create a positive climate by upholding the board's responsibility to expect the most from the CEO and other staff members. They ensure that the board and CEO take time each year to evaluate and update annual goals and objectives that help further the district's strategic goals. They help identify and clarify the support and leadership that the board needs to provide in order to achieve the goals.

In addition, board chairs create a positive climate by ensuring that the board engages in self-evaluation. If a board is willing to look at how it operates and what it can do to improve, it sets a tone for the entire district for ongoing assessment and improvement.

The chair is also responsible for ensuring that trustees are aware of and uphold appropriate communication protocols, and the board's code of ethics. Communication protocols describe how trustees seek and share information, interact with each other, community members and the media, and college employees. Accreditation requires each board to have statement of ethical conduct. It is usually the chair's responsibility to address possible ethical problems. If there are legal ramifications, the chair works with the CEO to seek legal counsel.

The board chair must occasionally remind board members of appropriate trustee behavior. The chair must intervene with trustees who are being disruptive or are not contributing to the board as a unit. Chairs may have to be particularly sensitive when a trustee's ill health prevents participation. This responsibility to intervene requires tact and courage, but it is essential for an effective board, and it is up to the chair to act.

Build a Strong Board/CEO Team

One of the essential principles of effective governance is that the board only has authority as a unit. Strong, effective units result from strong, effective teamwork. A team is a group of people with diverse skills and contributions who are working toward a common goal. The effectiveness of the team depends on having positive team dynamics.

Effective board teamwork is characterized by clear purposes, recognition of the strengths of each member, norms or rules for behavior that are supported by all, and accomplishing the board's work.

The chair is responsible for the effective functioning of the board as a team. He or she is responsible to:

- Clarify and affirm the purposes and "rules" for behavior.
- Monitor board dynamics and work to make them effective.
- Foster communication among board members and with the CEO.
- Foster a sense of inclusiveness and respect for each member.
- Clarify and uphold the value of the "board as a team."

The chair is alert to the following potential problems and takes steps to address them:

- Conflict between members of the board or between trustees and the CEO and other key leaders.
- Processes and protocols for board work that are unclear or are not understood.
- Unclear roles or uncertainty about the authority and responsibilities of officers, trustees, the board as a whole, and the CEO.
- Uncivil or disrespectful behavior by trustees or the CEO during board meetings and in other communications.

Managing Conflict

Conflict is inevitable. It results from diverse views, different perceptions, different values, and different preferred outcomes. It also results from miscommunication and lack of understanding or willingness to hear other views. When it is managed well, it is healthy, adds energy, and may foster innovation. When conflict results from poorly defined processes or is managed poorly, it may harm the board and institution.

It is the responsibility of the board chair to manage conflict. Where there are significant disagreements or "split" boards, chairs need excellent conflict resolution skills to prevent discord from harming the work of the board.

Managing conflict depends on good will and civil behavior. It relies on understanding the various perspectives and striving for common ground. Community college board members almost always have some compatible interests, even though there may be incompatible positions. Virtually all trustees are ultimately interested in the success of the college in educating students, even though they may have different perceptions about what that means.

The steps in managing or resolving conflicts are:

- *Clarify issues and perceptions.* What are the major issues that are important to the various parties? How do they perceive the situation? What are the similarities and differences in their perceptions? Sufficient time should be allocated for all to feel they have fully expressed their point of view.
- *Strive for understanding.* What are the perceptions based on? What information and experiences influence their positions on the issues? Additional information may be needed to clarify issues.
- *Focus on reasons, not emotions.* Conflict cannot be resolved without recognizing the emotional attachment people have toward issues. People may first need to express their feelings and concerns without debate. Feelings are not "wrong" although expressing them in hurtful ways is. However, ultimately conflict is resolved through finding common ground. What are the reasons people have for their positions? What are the goals that people want?
- *Explore alternatives.* Are there alternatives that allow all parties to achieve at least part of their goal? What are the common issues, interests and goals that can help resolve the conflict?
- *Take a break or table items if necessary.* If emotions are high or it appears that there is a stalemate in the discussion, it may be useful to take a break to allow tensions to ease. Recessing the meeting for a time provides an opportunity for people to individually reflect on other points of view without having to defend their own. If possible, it may be useful to table or postpone controversial items in order to allow time for more reflection or research.
- *Use common sense and a sense of humor.* Conflict should be viewed as a problem-solving process, not a contest. It is more important to solve a problem in such a way that the college and students "win," than it is to create a situation where trustees and the CEO are winners or losers. It may be appropriate to remind people of what they have in common and what the most important values are. Humor may carefully be used to defuse tempers.
- *Make decisions fairly.* Making and upholding decisions is easier when conflicts can be resolved and people feel they have been listened to. Even when people do not come to agreement prior to making decisions, they will be more likely to support each other when all those involved feel like their opinions were respected and considered. The chair helps reduce rancor by ensuring fair, civil discourse and decision-making processes.

Board Education

Boards that are engaged in their own learning foster an environment for learning in their institution. Good practice requires boards to have a program for trustee and board development.

Board Chair Tasks

Board chairs have a number of responsibilities in planning and encouraging participation in trustee education activities. The chair:

- ensures that the board identifies goals and activities for trustee and board development;
- welcomes new trustees and participates in their orientation;
- helps plan board retreats and study sessions for the board;
- encourages all trustees to attend conferences and seminars;
- uses evaluations of past trustee development activities in planning new activities;
- participates actively in trustee education activities;
- works with the CEO to ensure the board is informed of educational opportunities and receives or has access to educational materials; and
- ensures that the CEO provides information to candidates for the board and is involved in orienting new trustees.

Board and trustee education needs to be flexible because no one strategy can meet all of the needs on the board. Trustees have different desires, goals, learning styles, and time constraints. Ongoing board education programs for trustee education not only include activities that involve the board as a whole, but they also accommodate individual needs and desires. A comprehensive trustee education program may incorporate any or all of the following approaches:

- *Candidate Education.* Learning about trustee roles and responsibilities starts when individuals are recruited for or indicate an interest in becoming board members. The chair may participate in meetings with candidates and ensures they have information they need.
- *New Trustee Orientation.* New trustees need to become knowledgeable about their policy roles and responsibilities and the history, programs, and culture of the colleges they govern. The chair plays an essential role in welcoming the new trustee and often is a key player in the orientation process. The chair can be influential in encouraging new trustees to attend state and national conferences to learn about their role.
- *Conferences.* Association conferences are major learning opportunities. They provide a chance to discuss important educational policy issues, hear from other boards and colleges, learn more about effective trusteeship, and network with other trustees and college leaders. Chairs often are more likely to attend conferences to ensure they are up to date on important issues. They encourage other trustees and the CEO to attend.

- *Reading and the internet.* There is a significant amount of reading available about trusteeship in books and on the internet. College and district documents are an important source of information for all trustees. Board chairs may identify important resources and encourage others to read and study them.
- *Retreats and Study Sessions.* Retreats and study sessions are valuable strategies for board development. They allow all members and other key players time to explore and discuss issues in depth. The board chair is instrumental in identifying the need for, planning, and often facilitating these types of meetings.

Evaluating Trustee Education Activities

Evaluating the effectiveness of board development helps determine future activities. Were study sessions helpful? What conferences are the best uses of district funds? What books or other resources provide the best information? The chair ensures that activities are evaluated and that the evaluations are used to improve trustee education. Evaluation may be formal or informal and may be separate from or part of the board's self-evaluation process.

Situations and Scenarios

As the leader and most visible official of the board, the chair has responsibilities in specific areas and may face interesting challenges. Some situations, such as hiring a new CEO, were covered earlier. This section covers a wide variety of other circumstances in which the chair plays a particular role.

In all cases, the board chair should work closely with the Chancellor or President to clarify responsibilities and develop an appropriate plan or response to a situation. The board chair represents the board and the board/CEO partnership, and his or her actions or statements reflect on the group. The CEO is consulted and depended on for professional advice. Communication and/or discussion with other members of the board in a public session may be important to ensure a collective response.

Involvement in Accreditation

Washington state community colleges are accredited by the Northwest Commission on Colleges and Universities, and undergo accreditation review every ten years, with interim reports expected in the fifth year of the cycle. Accreditation begins with an institutional self-study. Boards are involved in the following ways: self-evaluation of the standards that apply to governing boards, being informed about the process, reviewing the self-study report, and ensuring the college responds to issues raised in the accrediting team's report.

The board chair ensures that the board is appropriately involved and informed. He or she signs the self-study document, and therefore should be confident that the self-study is accurate and thorough.

Receiving the Audit

Community colleges should have an annual independent audit. The CEO manages the audit process, but the audit report is to the board. It is the board's responsible to understand and accept the audit and ensure that responses are appropriate.

The board chair ensures that the audit report is presented to the board and that the board understands it and directs the CEO to respond appropriately. A board audit committee may be established to thoroughly review the audit.

Board Committees

Boards may have both standing and ad hoc committees, which should be designed to assist the board in doing its work. The board chair is often responsible for appointing people to the committees. Appointments usually take into consideration trustees' interests, time, and knowledge; a wise chair ensures that all members have equal opportunity to participate on

committees should they desire. The chair also helps monitor that the committees fulfill their charge, and stick to policy matters when they make recommendations to the board.

Crises on Campus

Crises occur, including active shooters, various crimes, terrorist threats, accidents, an earthquake or fire, a student or faculty protest, or other unexpected happening that requires immediate responses and will likely draw media attention.

The board should be aware of the district's crisis management plan (there should be one) and should leave resolution of the crisis in the hands of the CEO. However, the CEO should inform the board chair as soon as possible about the crisis (or the vice chair if the chair is unavailable). The chair should ensure that all trustees are informed. Someone should be assigned to brief the board chair and other trustees about the steps being taken in order that the board can respond well to questions from the media and community members. In most cases, all media questions will be referred to a contact person (such as the public information officer).

(See the chapter on this topic by Gary Davis in ACCT's board chair handbook, published in 2002).

Responding to the Media

Board chairs are viewed as spokespersons for the college, and are likely to be called by reporters or others for comments about college activities and issues facing the college. The questions can be about positive events, such as receiving state funding to build a new library or awards won by college programs or staff. Media representatives also may call the chair for reactions about negative events, such as a controversial decision made by the board, a crime that occurred on campus, a grand jury report questioning a college practice, or a report of financial problems.

Boards and CEOs should have protocols for communicating with the media that are clearly understood and supported by all board members. They should also have communication systems that assure that board members know about events that may prompt media questions.

When discussing issues that might hit the media, the board chair and the CEO should explore and agree on possible responses if reporters contact the chair. Specific responses depend on the situation and relationship with the media but may include:

- Referral to the appropriate district spokesperson, such as the CEO or public information officer.
- Assurances that a complaint will be addressed or studied at the appropriate level (by the board or by college staff).

- Appreciation for college staff members for their quick response to issues or for their efforts that created positive events. References to college accomplishments.
- Reports of thorough study and actions taken by the board in public meetings.
- Information about future board meetings where the issues may be addressed and an invitation to the media to attend meetings.

Public Request for the Board to Address an Issue

Members of the public may wish to place items on board meeting agendas either prior to the meeting or at the board meeting itself. Board chairs may receive those requests directly and should be thoroughly familiar with related district policies and procedures. The policies and procedures should include: 1) the process and guidelines for members of the public to place items on the agenda prior to the meeting; 2) processes for the public to comment on items on the agenda and to raise issues during the "public comment" portion; and 3) reasonable limits on public participation.

If the request is to have the item on the agenda of the future meeting, there are a number of options. The item may be placed on the agenda and spoken to only by the member of the public. Alternatively, the chair and CEO may agree that that they will place the item on the agenda as a board or staff item, and address it accordingly.

The board chair is responsible to:

- Ensure that members of the public that wish to place an item on the board agenda prior to the meeting are aware of the process for doing so, and refer the person to the appropriate office.
- Be familiar with Open and Public Meetings laws and board policies on public comment and decorum.
- At board meetings, state the rules for public participation at the beginning of the meeting. The rules may include the need for the person to make a written request, time limits on speaking, and rules for decorum. Chairs may want to remind the public that the board may not address topics that are not on the agenda.

Public Hearings

Colleges are part of their communities, and there are times it is important to hear from people in the community on a particular issue. For instance, a college may plan to construct new buildings, expand its parking lots, or add outdoor lighting—all of which may impact those who live close to the college or are of concern to environmental groups. The college may wish to hold hearing on proposals to delete or add certain programs, such as dropping a sport or an academic or vocational major, or considering adding childcare.

Public hearings require the chair and board to ensure that the public receives appropriate information, and that the public has an opportunity to be heard and the hearings are

conducted well. The chair assures that the board and CEO work together to work with leaders of concerned groups, clarify the background information required by the board, and determine the format for the hearing.

The chair helps ensure that all trustees are aware of protocols on responding to public questions and comments. The chair conducts the public hearing in accordance with the board's rules on public participation and meeting procedure.

Handling Attacks and Disruptions at Meetings

Board meetings are an opportunity for the public to comment on college issues. While most comments are positive, occasionally, members of the public as well as college employees will be disruptive and/or attack the board, CEO or administrators for decisions. Attacks can address any number of topics, including personnel decisions, negotiating positions, program changes, course content and teaching style, and so on.

The chair is responsible to ensure that meetings are conducted in an orderly manner, that public comment is allowed within the legal and board policy limits, and that the board acts appropriately. Considerations in handling disruptions and attacks include:

- Consult with the CEO to identify agenda items or issues that may be subject to attack.
- Be thoroughly familiar with laws and policies that constrain the board's response to public comment. (For instance, the board may not address issues not on the agenda. The board cannot discuss personnel issues in a public meeting. The board may not unduly restrict opinions that reflect "free speech.")
- Establish and clarify the board's policies on public comment and decorum, including time limits for comments and when someone may be declared out of order. Politely but firmly enforce the policies.
- Do not hesitate to recess the meeting if necessary.
- Be prepared to ask those who are disruptive to leave (according to policy). Call on security personnel as necessary.
- Listen respectfully to the public but do not engage in (or allow other trustees or the CEO to engage in) discussion with those who are commenting. Thank the people for their comments and move to the next agenda item.
- If relevant and appropriate, clarify relevant board policy and educate the public about board roles in making policy and delegating authority. Explain the background to board decisions, if necessary.
- Support the CEO's decision when authority to make the decision was delegated to the CEO by the board.
- Uphold board decisions once they have been made. Reconsidering decisions should occur only if there is new information.

Violations of the Codes of Ethics

Boards should have a statement of requirements for ethical conduct, and may wish to have a policy on what to do when trustees violate the board's code of ethics. Chairs usually are responsible to take the first step when they hear of or observe such a violation. They are the first point of contact to try to correct the situation. If there are legal ramifications, the CEO and board chair should work together to consult legal counsel. If additional steps must be taken, up to and including censure of the trustee violating the code, the board chair oversees the process.

If the board chair has engaged in unethical practices, the responsibility to address the issue falls to the vice chair or senior and respected member of the board. A number of the scenarios in this section reflect violations of ethical codes.

Problems among Trustees

Trustees have many different values, backgrounds and perspectives. These differences can contribute to thoughtful board discussions. However, the same differences can also escalate into personal dislike, disrespect, and attacks.

The board chair is responsible to help trustees avoid the latter behavior. (If the board chair is one of the parties, the CEO and other trustees may step in.) In consultation with the CEO, determine the best approach to take given the personalities and issues. Strategies may include:

- Talk with trustees one-on-one to discuss their behavior and how it can harm the board and therefore the institution. Appeal to their desire to benefit the institution. Ask them to exhibit respect in public and to disagree with civility.
- Arrange a facilitated or mediated discussion between the two parties in order to reach agreement to conduct themselves civilly toward each other.
- Hold a board workshop or retreat to discuss ground rules for behavior or review the board's code of ethics. Consider using an outside facilitator or consultant. Discuss "treating each other with respect" as a standard of good practice or ethical consideration.
- If disagreements at board meetings escalate into personal attacks, remind the members of expectations for professional and appropriate behavior. Recess the meeting if attacks continue or time is needed to allow tempers to cool down.

Problems between a Trustee and the CEO

A strong partnership between the board and the CEO benefits the institution. Trustees and the CEO should express mutual support in public. Concerns about performance should be shared privately—they are confidential personnel matters.

Although rare, there are times when a trustee dislikes or has little respect for the CEO and expresses that to others and at board meetings, and vice versa. It is the chair's responsibility to address the problem:

- The chair should meet with the trustee and CEO one-on-one to discuss how to respond to the problem and the harm of publicly showing disrespect. The chair should ask the offending party to act in a more appropriate and positive manner.
- Remind the trustee that specific issues about CEO performance should and will be addressed in the CEO evaluation, which takes place in closed sessions and is confidential.
- In the one-on-one meeting, the chair should listen to the concerns and may wish to help identify what is causing the dislike or disrespect and encourage the parties to improve their communication.
- The rest of the board may ignore a trustee's criticism of the CEO (thereby signaling that it is irrelevant). Alternatively, the rest of the board may affirm its support for the CEO in meetings and in public statements.
- If the trustee or CEO expresses his or her disrespect at a board meeting, warn him or her that it is not appropriate. Don't hesitate to address inappropriate board meeting behavior and to request respect and courtesy.

Violation of Closed Session Discussions

Closed session discussions are confidential—only the topic and any action are required or allowed to be reported in public. However, it may come to the attention of the board that college staff or community members know what was said in a closed session, such as when faculty union leaders are aware of the direction the board gave to its negotiator in a closed session. Someone in the meeting may be illegally or unethically sharing the information.

Board chairs and CEOs must quickly move to stop this leak. If it is known that a trustee shared the information, the chair and/or CEO should talk with that person about the legal and ethical ramifications of his or her actions. If it was a staff member, the chair should ensure that the CEO reprimands the person. The issue of confidentiality may be agendized and discussed at a board meeting to point out legal constraints and possible consequences for violation.

"Difficult" Trustees

Board functioning is enhanced when members are civil to each other and try to work cooperatively together. Problems arise when individual trustees are won't or can't function effectively as board members. They may be disruptive in meetings or have hostile or argumentative communication styles. They may have different neurological differences. They may be ill or beginning to suffer from dementia. Even though difficult trustees may have good ideas and much to contribute, their style may make it difficult for people to listen to them and their contributions are lost.

Options include:

- The chair reminds all trustees of the board's ethical codes and standards of practice that include respect, tolerance, and willingness to express opinions openly and civilly.
- The chair may be able to help the trustee to moderate his or her behavior by discussing, in a one-on-one meeting, its effect on other board members.
- The chair and CEO may arrange a board retreat or workshop to discuss the importance of working together and accommodating different styles.
- When disruptive behavior occurs in a board meeting, the chair should address it in an appropriate manner. The chair may ignore it and move on, or remind people of the topic and the rules for conducting the meeting.

Rogue Trustees

Occasionally, a board includes a member who may be classified as a "rogue" trustee, one who runs roughshod over the norms and protocols of the board. He or she may attempt to bully and intimidate other trustees, the CEO and staff members. Rogue trustees place their own interests over the interests of the institution. They may consume a great deal of time and energy from the CEO and staff. They work against the board and the CEO, rather than supporting and protecting the institution.

Board chairs must address the behavior of the rogue trustee and do what is possible to protect the college, CEO, and staff from harm. *The Rogue Trustee: The Elephant in the Room*, by Terry O'Banion (2009) contains further information and discussion of rogue dynamics and strategies to address the problem.

Split Decisions

Boards do not always make unanimous decisions, but once a decision is debated and made, it is the voice of the board and all trustees should abide by it. Usually those who "lost" the vote support the board's decision. However, occasionally a trustee will publicly speak out against a board decision after it is made.

Board chairs need to address this behavior—a trustee who works against the board harms the institution and his or her own reputation. Sometimes it is appropriate to ignore the behavior. However, when the behavior disrupts the board or the college, the chair should contact the trustee and point out the negative consequences of the disagreement.

The board may determine whether to respond as a board, depending on the nature of the issue and whether the public is receiving misinformation. The board may direct the CEO to ensure that accurate information is disseminated. As a last resort the board may censure a board member for his or her behavior, although censuring someone often creates more controversy.

Conflict of Interest

Conflict of interest laws, as well as ethical considerations, prevent board members from voting on or trying to influence decisions that will benefit them or their family. It may come to the attention of the CEO and/or board chair that an individual trustee is trying to influence staff members or other trustees to take actions that involve a conflict of interest.

If the chair becomes aware of the attempt (either by the trustee in question contacting him or someone else reporting it to the chair), the chair should promptly notify the CEO. If the trustee was trying to influence a staff decision, both the CEO and board should address the issue. If the trustee was trying to influence other trustees to vote a certain way, the primary responsibility lies with the board chair. Conflict of interest laws and policies, as well as ethical considerations, should be clarified with the individual. He or she should be asked to refrain from such activity and to excuse one's self from any votes that might involve a conflict. It is important that all trustees understand that even the appearance of a conflict of interest hurts the image of the board and the college.

Collective Bargaining

All trustees, and particularly the board chair, may receive various communications (letters, e-mails, press releases, phone calls, etc.) from employees during negotiations. The communications may be informational in nature, stating the positions and needs of the groups. However, trustees may also receive phone calls that accuse the CEO and district negotiators of not providing accurate information or of bargaining in bad faith.

Board chairs (as well as other trustees) may do the following:

- Remind those who call that board members cannot discuss matters that are subject to negotiations outside of the official negotiation process.
- Inform the CEO of the communications.
- Ensure related budget information is clear and public.
- Ensure rules for negotiating are clear and public.

Votes of No Confidence

Rarely, faculty and/or staff members will vote "no confidence" in the chief executive and/or governing board. The votes are often related to contract negotiations or significant disagreements with administrative decisions.

The board chair coordinates the board response, if any. Possibilities include:

- No response from the board.
- Acknowledging the expression of their concerns and take no further action

- Exploring with the CEO the situation leading up to the vote, whether the vote is a negotiating tactic, and which, if any, issues might be addressed. The discussion may take place in closed session if it relates to CEO evaluation, or other legal issues.
- Making a vote of confidence in the CEO, if the board deems it necessary to make a public statement.

Summary

The scenarios described above and other situations require the chair to take extra care to ensure that the board responds appropriately. One of the chair's first tasks in all situations is to work closely with the CEO and the rest of the board to develop a plan or to respond to a situation. Fulfilling this role professionally and responsibly is essential for maximum board effectiveness.

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