

# Overview

- Welcome and Introductions
  - *How many trustees? CEOs? Executive Assistants?*
  - *Current chair? Past chair? Anticipating being a chair?*
- Today we will talk about
  - *The Chair's Role*
  - *The Board Chair & CEO Partnership*
  - *Running Effective Meetings*
  - *Questions and Scenarios*
- We provide resources for Rules of Order

# Chair's Role in Brief

- Commit the time and focus needed
  - *How much and to do what?*
- Represent the Board and District
  - *As delegated by Board*
- Ensure Board effectiveness
  - *Teamwork, roles, protocols, ethics, conflict*
- Preside over board meetings
  - *Ensure meetings are fair, inclusive, productive, and comply with law*
- Work closely with the CEO

# Board Effectiveness

*The Chair has responsibility for the effective functioning of the Board. What does this mean to you?*


- Ensure the board and trustees fulfill their responsibilities
- Uphold ethics and communication protocols
- Keep the focus on the Board's work
- Know and uphold accreditation standards on Board
- Board development and education
  - *New trustee orientation*
  - *Ongoing board development*
  - *Board self-evaluation*
- Be involved in appointment process

# Chair as Team Leader

- Foster teamwork
  - *Shared mission and goals*
  - *Monitor progress toward goals*
  - *Open, honest communication*
  - *Cooperation, mutual support*
- Foster a positive climate
  - *Be inclusive and listen to all trustees*
  - *Model excellent trusteeship*
- Be willing to address issues that divide the Board
  - *Conflicts and disagreements*
  - *Violations of ethics and communication protocols*

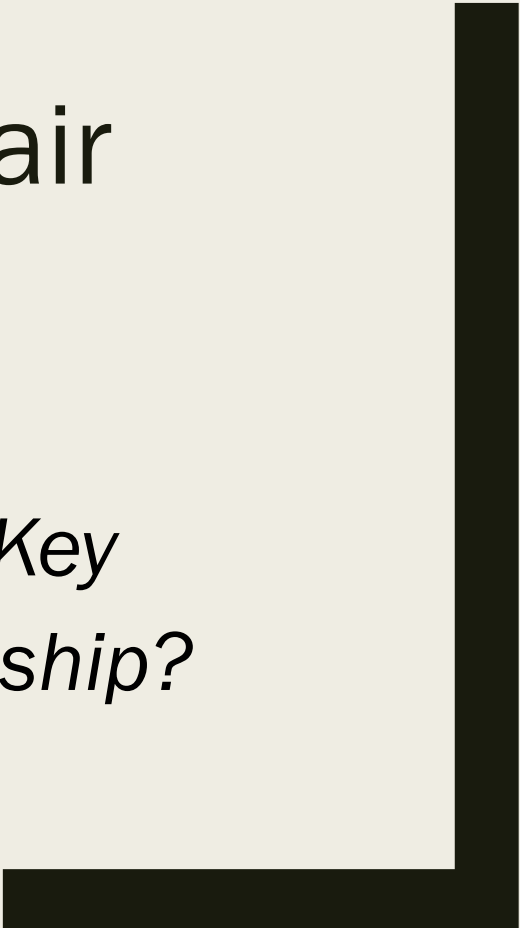
# Represent Board & District

- Fiduciary responsibility to protect the reputation of the college
- Spokesperson for the Board
  - *Protocols and designated responsibilities*
  - *CEO, public, legislators, employees, media*
- Crises on campus
- Formal events (the most fun)



# CEO & Board Chair Relationship

*What Do You See as Key  
Aspects of the Relationship?*



# Board Ensures CEO Success

As the CEO's primary contact, the Chair ensure that the Board...

- Creates an environment for his/her success
- Ensures clear goals & expectations and an evaluation process
- Reinforces the “chief executive” role
- Oversees leadership change process
  - *CEO searches, New CEO integration*

# The Roles are Complementary

- It's a partnership, not a power struggle
- Ongoing communication and collaboration
  - *“No surprises”*
- Each necessary for the other's success
- Each may be a point of contact for the media and community. Who is yours?
- Executive assistant as a member of the team



# CEO Responsibility → Chair

- Regular, open communication!
  - Agree on how often and type of communication
- Consult on meeting agendas and possible issues
- Honor and reinforce chair's position as board leader
- *What else? What do you as chairs want from your President?*

# What a CEO wants from the Chair

- Recognize the distinction between the two roles
  - *Avoid being a “super CEO”*
- Consult with CEO on board meeting agendas
  - *May be conduit for trustee items for the agenda*
  - *Plan timing of items*
  - *Alert CEO to community perspectives*
- Communicate board expectations
- Reinforce “board as a whole”
  - *“Protect” CEO from individual trustee agendas*
  - *Be willing to address problematic trustee behavior*

# Effective Meetings

## *What Makes a Good Meeting?*

- It's a board meeting in public, not a public meeting
  - Adhere to open meetings laws
- Meeting Goals
  - Make policy-level decisions on behalf of public for college
  - Explore diverse views and alternatives
  - Efficient and orderly process for discussion
  - Use time wisely

# Effective Meeting Agendas

- Consent agendas?
- Appropriate topics
  - *Student success*
  - *Fiscal, facilities*
  - *Required by law or board policy*
- Board development
- Clarify for the CEO what information is needed to make decisions

# Clarify Your Guidelines

## ■ Agenda Development

- *Chair/CEO involvement*
- *How can/do trustees contribute?*

## ■ Length of Meeting

- *Setting an ending time*

## ■ Being Prepared: Getting agenda prior the meeting

- *How much time?*
- *If you have questions?*
  - Re-asking questions at board meetings

# Expectations for Your Meetings

- Open and Public Meetings
  - *Limits on and rights of trustees, public*
- CEO, staff, & trustee reports
- Time limits?
- How formal are your Rules of Order?
  - *Roberts' Rules*
  - *Other Options, i.e. Rosenberg's Rules*

# QUESTIONS AND SCENARIOS

## *What Do You Do ....*

- Upholding Board Unity
- Controversial Decisions
- Protests at Meetings
- Crises on Campus
- Ethics Violations
- Divided Boards
- Vacancies
- New Trustees
- Conflict with CEO
- Votes of No Confidence
- Media Relations
- Board Committees
- “Renegade” Trustees
- Communication Protocols
- And ???

# RULES OF ORDER

- Robert's Rules for Parliamentary Procedure
- Rosenberg's Rules; Simple Parliamentary Procedure



# Parliamentary/Meeting Procedures

- Provide for orderly conduct of meeting; limit confusion
- Protect rights
  - *Majority & minority contributions*
- Clear, user-friendly
- Reflect your culture
- *Who is the “parliamentarian” for your board ?*

# General Principles

- The rules of parliamentary procedure are meant to help, not to hinder
- Use common sense to keep from becoming entangled in red tape
- Retain control of the meeting at all times
- Give clear explanations
- Keep things as simple as possible
- Advise on and communicate the process to be used.
- Assist members to word motions and follow orderly processes.
- When in doubt, remember: respect the wishes of the majority, protect the minority and do what seems fair and equitable.

# Parliamentary Rules of Order

- *Robert's Rules of Order*
  - *Adapt to fit needs and culture of board*
  - *Robert's Rules for small groups*
- *"If you are running Parliament, Roberts' Rules of Order is a dandy and quite useful book."*
- *So, we've used: Simple Parliamentary Procedures for the 21<sup>st</sup> Century, David Rosenberg*

# Our Resource

- *Rosenberg's Rules of Order: Simple Parliamentary Procedure for the 21<sup>st</sup> Century*, by David Rosenberg
  - *If you are chairing a parliament, Robert's Rules are useful, but for small boards, something simpler is better.*
  - *Searching for "[Rosenberg's Rules of Order](#)" results in many hits. This version is posted on the League of California Cities' website.*
  - *Rosenberg presents an [hour-long workshop](#) on the rules of order on Vimeo.*

# Board Chair's Role

- Call the meeting to order at the time set
- Clarify/review procedures
  - *Conduct of meeting*
  - *Public participation*
- Assure that all remarks during the meeting are addressed to the Chair
- Follow the agenda
  - *Clarify what is happening and what is being voted on at all time.*

# Board Chair's Role: Agenda Items

- General format and order
  1. *State agenda item and its purpose*
  2. *Invite appropriate person to report on item (CEO, board committee)*
  3. *Ask if trustees have any technical or clarifying questions*
  4. *If appropriate, invite public comment*
  5. *If discussion or information item, invite trustees comments and discussion*

# Agenda Items: Action

- Conduct business by acting on motions.
  - *If the item is an action item, invite a motion.*
  - *State the name of the person who made the motion.*
  - *Ask for a second (not always necessary)*
  - *Ensure everyone understands the motion*
  - *Invite discussion and debate on the motion*
  - *Ask for a vote on the motion when discussion is ended*
    - May need to repeat the motion
  - *Take the vote*
    - Voice, roll call?
  - *Announce the result of the vote, including the names of any in the minority*

# Debate and Discussion

- Assure attention is focused on the meeting
  - *prevent or address side conversations and other distractions.*
- Assure that the debate is on the merits of the question; personal comments should be avoided.
- Deal with interruptions and frivolous or delaying debate and motions.



# Debate and Discussion Continued

- Encourage moving the discussion along; avoid repetition.
- Make sure that no one speaks a second time until all board members who wish to speak have been heard.
- As chair, take a less active role in the discussion. As a courtesy, hold your comments until the end.
- Remain calm; deal fairly with all sides regardless of personal opinion

# Motions

- **Basic motion** puts forward a decision for consideration
- **Amendments** change the basic motion
- **Substitute** motions do away with basic motion and replace it
- Chair may need to decide if a motion is an amendment or substitute
- Up to three motions may be on the table simultaneously.
- Deal with motions in reverse order (most recent one first)
- All motions are subject to debate.

# Other Procedures

- Table a motion
  - *To a certain time or unspecified*
  - *If passed, discussion halts*
  - *Not debatable, simple majority*
- Take a recess
  - *If passed, immediately take a recess. Chair may determine length*
  - *Not debatable, simple majority*
- Adjourn
  - *Not debatable, simple majority*
- Fix a time to adjourn
  - *Not debatable, simple majority*

# Other Procedures Continued

- Limit debate (similar to “Call for the question”)
  - *Requires a 2/3 majority*
- Motion to reconsider
  - *May only be made by someone on the prevailing side*
  - *At the same or subsequent meeting*
  - *If passes, original matter is back before the body*
- Appeal
  - *Motion to vote to reverse a decision of the chair*
  - *Requires second, is debatable, simple majority*

# Procedures (non-voting)

- Points of privilege
  - *Address issues of normal comfort*
- Point of order
  - *Address improper conduct of meeting*
- Withdraw a motion
  - *During debate and discussion, the maker may withdraw the motion, and it is immediately withdrawn.*
  - *The chair may ask the seconder or other person if they wish to make the motion.*

# A Few Resources

- [The Washington State Community and Technical Colleges \(SBCTC\) Website](#)
- [The Association of Community College Trustees website](#)
- *Board Chair Handbook*, Washington State ACT, May 2017
- *The Board Chair: A Guide for Leading Community College Boards*. Edited by Vaughn Sherman and Cindra Smith. Available from ACCT.
- *Walking the Board Walk*, by Vaughn Sherman

# Final Thoughts & Thank You

Dr. Cindra Smith

[cindrasmith@comcast.net](mailto:cindrasmith@comcast.net)

Dr. Walt Packard

[wjpackard@comcast.net](mailto:wjpackard@comcast.net)