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 21st Century, David Rosenberg
Our Resource

  - 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
- *Walking the Board Walk*, by Vaughn Sherman
Final Thoughts & Thank You

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