

Board Chair Workshop

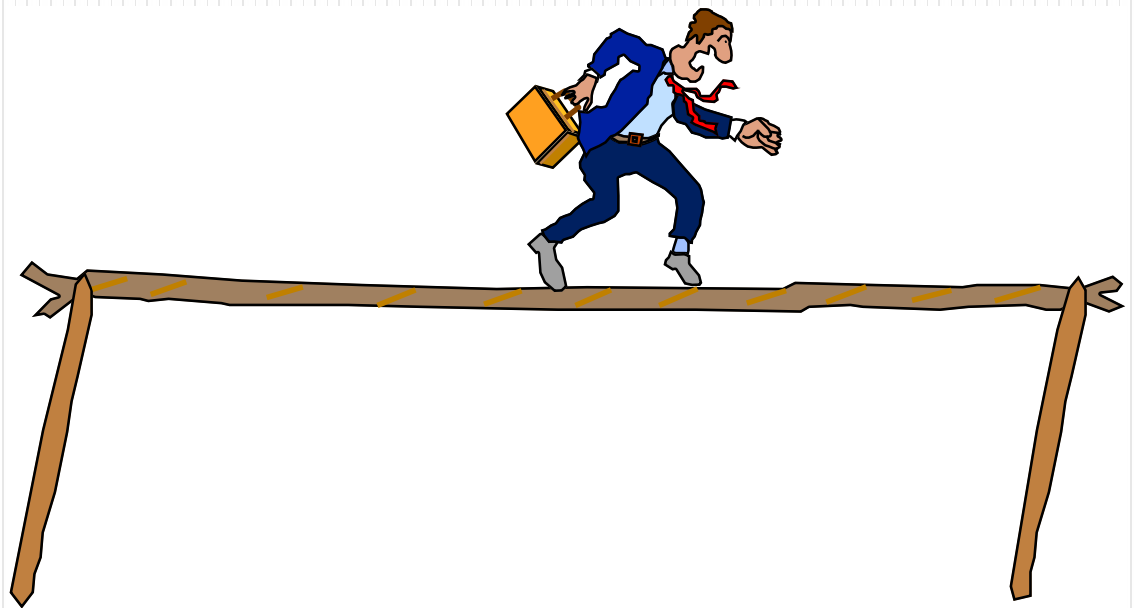
Washington Trustees Association of Community
and Technical Colleges

May 16, 2013

Agenda

- Welcome and Introductions
 - How many trustees? How many CEOs?
 - Current chair? Past chair? Anticipating being a chair?
- The Chair's Role, A Quick Overview
- The Board Chair & CEO Partnership
- Running Effective Meetings
- Questions and Scenarios

The Chair's Role



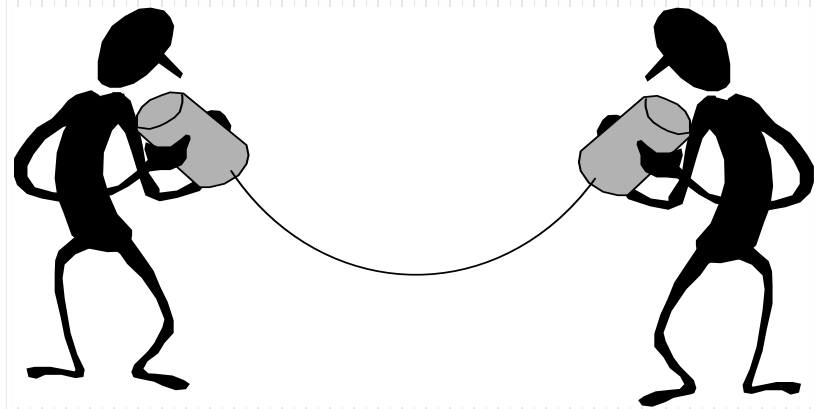
Chair Responsibilities in Brief

- Commit the time and focus needed
 - How much and to do what?
- Preside over board meetings
 - Ensure meetings are fair, inclusive, productive, use time wisely, and comply with law
- Work closely with the CEO
 - Ensure board agenda topics focus on the “right stuff”
- Represent the Board and District
 - As delegated by Board

Chair as Team Leader

- Ensure the board and trustees fulfill their responsibilities
 - Know standards of practice and be willing to address issues
 - Help board focus on board work and board goals
 - Board development process
 - Identifying potential trustees
 - New trustee orientation
- Foster teamwork and a positive climate
 - Be inclusive
 - Be a model of excellent trusteeship

CEO & Board Chair Relationship



The Roles are Complementary

- Each necessary for the other's success
- Ongoing communication and collaboration
 - “No surprises”
- Each may be a point of contact for the media and community
- It's a partnership, not a power struggle

President's Responsibility to Chair

- Regular, open communication
 - How often depends on CEO and chair desires & styles
- Ensure board chair is informed
- Consult with chair on meeting agendas, pending and possible issues
- Honor and reinforce chair's position as board leader
- What else? What do you want from your President?

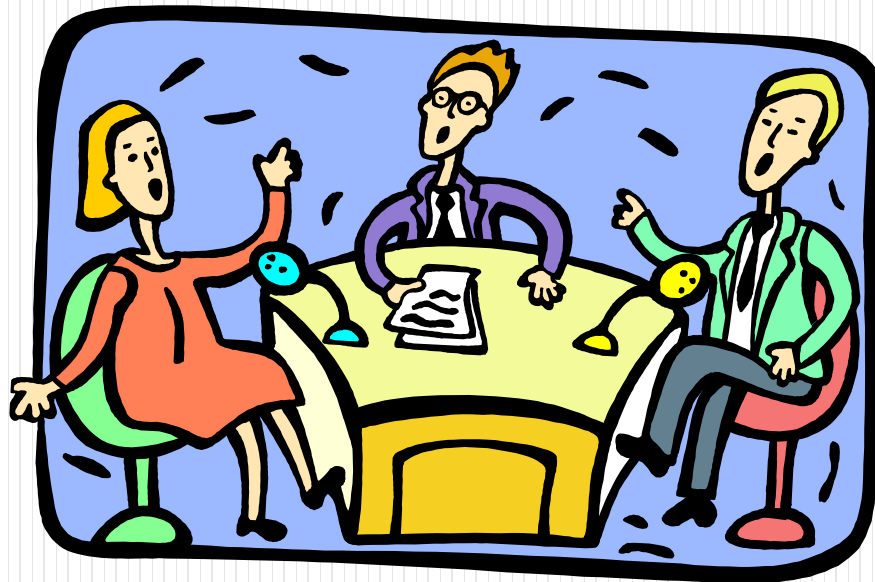
What a CEO wants from Board Chair

- The chair is the primary board contact for the CEO
- Recognize the distinction between the two roles
 - Avoid being a “super CEO”
- Engage in regular communication
 - How often depends on CEO and issues
- 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

More

- Reinforce the “chief executive” role
 - Provide visible public support for the CEO
 - CEO is the primary contact for community and staff
- Help CEO to not respond to individual trustee agendas
- Ensure the CEO understands board expectations
- Ensure regular evaluation of the CEO
- Assure regular review of the CEO contract
- Plan for leadership changes
- Provide leadership for CEO search process
 - Support new CEO’s orientation to college, community

Effective Board Meetings



Effective Meetings

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

Effective Meeting Agendas

- Some good examples?
- Chair & CEO roles
- Use of consent agenda
- Topics for board discussion
 - Student success and institutional effectiveness
 - Fiscal, facilities
 - Required by law or board policy
- What do you need to help you make decisions?

What are Your Guidelines

- Agenda Development
 - Who is involved?
 - How can/do trustees contribute?
- Length of Meeting
 - Setting an ending time
- Being Prepared: Receiving/reviewing agenda prior the meeting
 - How much time?
 - If you have questions?
 - Re-asking questions at board meetings

Your Board's Guidelines

- Open and Public Meetings
 - The law and ramifications
 - Participation by public
- CEO, staff, & trustee reports
- Time limits? Topic limits?
- Level of Formality in Procedures
 - Roberts' Rules
 - Other Options

Your Questions and Scenarios

What do you do when....

Upholding Board Unity

Controversial Decisions

Protests at Meetings

Crises on Campus

Ethics Violations

Divided Boards

Vacancies and New Trustees

Conflict with CEO

Votes of No Confidence

Media Relations

Role in Accreditation

Board Committees

“Renegade” Trustees

Parliamentary/Meeting Procedures

- Provide for orderly conduct of meeting; limit confusion
- Protect rights
 - Majority & minority contributions
- Clear, user-friendly, and reflect your culture



- *Who is the “parliamentarian” for your board?*

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

- *Rosenberg's Rules of Order: Simple Parliamentary Procedure for the 21st Century*, by David Rosenberg
 - “Googling” Rosenberg’s Rules of Order results in many hits. Here are a few:
 - <http://daverosenberg.net/articles/RulesOfOrder.htm>
 - <http://www.greatervalleyglencouncil.org/files/Rosenbergs-Rules-of-Order.pdf>
 - A video is available at <http://vimeo.com/25152753>

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.
 1. If the item is an action item, invite a motion.
 2. State the name of the person who made the motion.
 3. Ask for a second (not always necessary)
 4. Ensure everyone understands the motion
 5. Invite discussion and debate on the motion
 6. Ask for a vote on the motion when discussion is ended
 - May need to repeat the motion
 7. Take the vote
 - Voice, roll call?
 8. 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

- 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

- 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.

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

More Principles

- 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.

A Few Resources

- www.sbctc.ctc.edu
- www.acct.org
- *Board Chair Handbook*, TACTC, Washington, May 2013
- *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

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