

18 QUESTIONS

to Ask Your Board about Culture

A culture that discourages dissent, degrades trust, or oppresses certain voices can lead to a board that makes poor decisions. A “culture of inquiry,” on the other hand, includes the following:

- a sense of mutual respect, trust, and inclusiveness among board members
- the capacity to explore divergent views in a respectful rather than adversarial manner
- a willingness to gather relevant information to inform decisions
- equal access to information
- the presence of active feedback mechanisms that help the board engage in continuous improvement
- an individual and collective commitment to decisions, plans of action, and accountability to follow through on the board’s agreements

Boards that foster a culture of inquiry are not afraid to question complex, controversial, or ambiguous matters or look at issues from all sides. A healthy culture of inquiry promotes thoughtful decision making, even when the decisions are tough ones. When dialogue, candor, and dissent are all part of group dynamics, board members master the skills of listening, dissecting the issues, and responding thoughtfully, truthfully, and in the best interests of the organization. Learning and information gathering are important ingredients in a culture of inquiry, since decision making and accountability depend on board members’ confidence that they are knowledgeable about various sides of an issue. Furthermore, board members in a culture of inquiry don’t accept easy answers. Vigilance is part of the culture, and board members are aware that difficult questions need deliberation, and that situations that seem trouble-free may encompass deeper, more complicated issues.

Use these 18 questions to examine the way that your board conducts business so that you can nurture a culture of inquiry.

1. Do board members receive meeting materials in advance?
2. Are board members willing to ask for additional information to make decisions?
3. Do your board meetings provide opportunities for education?
4. Are board members discouraged from gathering information from outside sources when it would inform the board’s decisions on important and complex issues?
5. Are board members reluctant to voice their concerns before reaching a collective decision?
6. Do all board members speak at meetings, or do a few board members tend to dominate conversation?
7. Do board members chronically interrupt each other?
8. Do board members feel uncomfortable with questioning long-held assumptions of board or staff members in the room?
9. Are differences of opinion treated as conflict that needs to be either quelled or resolved?
10. Do board decisions spark conversation, or do they generally pass their votes with little to no explanation?
11. Does your board regularly set aside time for board members to get to know one another?
12. Do you take time to celebrate organizational successes with your board?
13. Do your board meetings offer opportunities for strategic thinking and long-term decision-making?

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14. Does your board chair ensure that all board members have opportunities to serve in capacities that interest them, whether or not they overlap with professional skills?
15. Are board members encouraged to generate alternative courses of action or examine the potential consequences of high-stakes decisions the board is called on to make?
16. Do you periodically distribute meeting evaluations to ensure that board members feel they are engaged on the topics that you cover?
17. Once a decision is made, do individual board members challenge the decision-making processes or outcome in public?
18. Do you conduct exit interviews of departing board members?

A culture of inquiry is not a tool or a task, but a style of governing. Is a culture of inquiry something that any board can develop? Yes, but it's impossible to change the culture without the presence of individuals (ideally the chief executive and the board chair) who truly serve as role models and provide the tools for a culture of inquiry. Can a culture of inquiry be maintained once it is established? Yes, but it is an ongoing process, not an intermittent task. Take the answers to these questions to help you begin the journey toward making your board as effective as possible.

Resource: *Culture of Inquiry: Healthy Debate in the Boardroom*

TOOL 9



INVOLVING BOARD MEMBERS

WAYS TO GET BOARD MEMBERS INVOLVED:

- Conduct board meetings that focus on strategic issues and get important things done.
- Encourage all board members to ask questions and actively participate in board discussions.
- Be honest in expressing your opinions.
- Build relationships that foster trust and promote accountability.
- Engage new members in meaningful activities based on their skills, talents, and interests.
- Follow sound board development practices to create a positive working climate for all board members.
- Develop effective communication processes for quick information dissemination and responses.

BARRIERS TO KEEPING BOARD MEMBERS INVOLVED:

- The board is too large. Some board members do not feel needed.
- The board is too small. Board members feel overwhelmed or suffer from insufficient stimulation or limited perspectives.
- The executive committee is too active. If it meets too often, the rest of the board may feel like a rubber stamp or disengaged.
- Members received insufficient or ineffective orientation.
- Agendas are weak. They lack substance, are too long or too routine. Board members fail to see the relevance of board meeting topics to organizational performance.
- Members do not feel well used or important. They will decide that they have better things to do.
- There is little or no opportunity for discussion. Board members feel bored or frustrated.
- A few board members are allowed to monopolize discussion, to take up disproportional amounts of airtime, and carry disproportional weight in decisions.
- The board lacks social glue. Board members have little in common except board service and do not have opportunities to get to know each other.
- Status differences get in the way of team development.
- Board members lack passion for the mission.
- Board participation has become routine after many years of service.

Excerpted from The Board Building Cycle: Nine Steps to Finding, Recruiting, and Engaging Nonprofit Board Members, Second Edition, by Berit M. Lakcy. BoardSource, 2007.

KEEPING CIVILITY IN THE BOARDROOM

Sometimes, board members let their emotions override objectivity. Passion, in and of itself, is not a bad thing. It often reflects the deep commitment and concern that a board member has for the organization's mission and work. Particularly when the organization works with children, animals, the environment, and other social issues, some board members tend to fight for their specific beliefs in the boardroom. When emotional reactions are directed at fellow members in a negative manner, private wrangling can divert the focus from what the board is supposed to be doing.

Civility in the boardroom indicates that board members understand and accept the idea that differing opinions are to be treated, welcomed, and encouraged. Members need to know how to listen and let their peers express their opinions, no matter how esoteric or impossible they may seem, and to respect each other's points of view. Certainly debates can become heated, especially when an issue is controversial, delicate, contentious, trouble some, or touchy. The chair should be careful to look for the signs that the discussion may be getting out of hand and take measures to keep the situation under control.

Few boards have escaped disorderly meetings. If a board member dominates discussion and seems to have all the answers, the chair must find a moment to intercept and turn the faucet off. Some boards may need to follow a more structured process in this case and respect a certain level of parliamentary order. This makes it easier for the chair to control the floor and grant individual members the opportunity to take their turn.

If a board member uses improper language, verbally insults or ridicules fellow members, or otherwise attacks someone personally, the situation should be stopped right away. If immediate change does not occur, and the member does not apologize for the language or the comment, he or she should be asked to leave the room. Disagreeing with someone's comments or arguments is perfectly normal, but inappropriate personal behavior in a professional setting should not be accepted. If abusive and misdirected behavior continues, the board may want to consider removing the offending member from the board.

Racist and other ethnic comments, intolerance of other members' personal convictions, and impugning the motives of others should all be considered unacceptable in the boardroom. Whether the comments are intentional or out of ignorance, they deserve immediate attention. After clarifying the problem with the board member, the chair should then consider whether some diversity training is in order for the board.

If a board member has a personal problem relating to excessive alcohol or other substance abuse, and it spills over negatively to his or her board service, the chair or another trusted peer should discuss the issue privately with the member.

Whether dire behaviors are unintentional or deliberate, they divert the board's attention and energies in the wrong direction and waste valuable time. Boards with problematic members may be able to learn some helpful tips and solutions for dealing with their problems by speaking with members from other boards.

MANAGING CONFLICTS OF INTEREST

The affiliations, interests, and business relationships of active board members may also impact the decisions and transactions of the boards on which they serve. This can be particularly true if there is an overlap between the issues a member deals with in his or her private life and those the board is addressing. This is a fairly common situation and the key is how the board manages the conflict.

Uninfluenced and independent decision making is of primary importance for every board member. Private objectives, personal benefit, or private inurement should not be the driving force when members of the board discuss the internal business of the organization. Board members must rely on their own conscience when deciding what the best action is for the organization, thus bringing back the concept of duty of loyalty, which is one of the legal obligations that individual board members must embrace. When serving on a board, a member's loyalties should first lie with the organization's mission and constituency. When faced with a conflict of interest, the board's only safe harbor is addressing the issue effectively and directly. If the board already has a conflict-of-interest policy, take time to re-evaluate its contents:

- Is it clear what constitutes a conflict of interest?
- Who is affected by the policy?
- Who are disqualified individuals on the board and staff?
- What are the steps to eliminating a conflict of interest when the board discusses and votes on issues?
- Whose role is it to enforce the policy?

If the policy clearly states that a board member with a conflict of interest is not allowed to vote or participate in the discussion and will be asked to leave the room, the board is obligated to enforce the policy. This is how a board shows accountability and is able to prove that its decision-making process is intact.

Asking board members to sign a disclosure form at the beginning of each year helps to create an atmosphere of openness. The purpose of the form is to have each board member list possible points of conflict during the coming year. The list should include financial, business, and personal affiliations that might somehow affect the board member's capacity to make unimpaired judgments. Naturally, it is impossible to predict what issues might affect the impartiality of any board member ahead of time. Each case is situation specific, and every potential conflict of interest must be addressed on a case-by-case basis. By creating a preliminary list of conflicts, the chair can keep an eye on eventual sticky points. If new conflicts arise during the year, it is expected that a board member in question step forward and recuse him- or herself in accordance with the policy.

If a board member "forgets" to bring up a conflict-of-interest issue during a board meeting, it is up to the chair to address it. Likewise, if someone else on the board is aware of the conflict, but the chair is not, it is up to the individual to share the information with the chair. Some tact is necessary. If there is a disagreement on the facts or how the conflict presents itself, the executive committee or the full board can be asked to make the ultimate decision.

BRINGING PRIVATE AGENDAS INTO THE BOARDROOM

Private agendas may inhibit some board members from demonstrating their undivided loyalty to the organization. What is a private agenda? A private agenda is personal interests, preferences, or goals that divert the focus of a board member from the organizational issue to that of a private matter. For instance, a board member proposes the creation of a program that benefits his or her child; a board member lobbies for the recruitment of a new member who backs his or her vision for a future direction or action; or a member has aspirations for a leadership role and gradually manages to manipulate and create an inner clique in favor of his or her platoon.

In fact, a private agenda is pure conflict of interest and may hover close to private inurement or private benefit. Private agendas do not belong in the boardroom, and it is the responsibility of fellow board members to bring the issue to the attention of the chair if the chair is not aware of it. It is the chair's job to remind all members of their duty of care and loyalty to the mission and to the organization. These duties can be respected only by objective and unbiased decision making.

CULTURE OF INQUIRY

To be able to get to the heart of the matter at the boardroom table, members of the board must be willing to listen to, share, accept, and respect comments and opinions presented by fellow members. Everyone should have an opportunity to express his or her opinion and, at the same time, should expect that their opinions may be further explored. These attitudes demonstrate key characteristics of a true culture of inquiry.

Within a culture of inquiry, board members have a presence of mind to make a decision that drives from the obligation and need to help the organization. Board members rely on candid and thorough reflection, ask questions until all sides of an issue have been aired, dare to contradict or question present practices or traditions, and are not influenced by seniority, position, or reputation of a fellow board or staff member or a donor. In short, a thorough deliberation allows a board member to learn all the facets of an issue and then to distill their peers' perspectives into an autonomous and educated opinion.

ELECTING A DEVIL'S ADVOCATE AND DEVIL'S INQUISITOR

To push a board into thinking more creatively or to unblock tendencies of stagnation, the board may want to create an official position of a "devil's advocate." By choosing a single member, or rotating the job among board members, the devil's advocate has the role of purposefully contradicting presented arguments. As long as it is understood that this is the intended role of the board member during the meeting, the board can turn the idea into a productive game. The "devil's advocate duty" will not feel left out of the actual debate if he simply makes sure his point of view comes up during the discussion or as one of the counterpoints or questions.

You may also encourage board members to serve as "devil's inquisitors." The role of these individuals is not to purposefully contradict a statement or position but to always ask the questions that nobody else wants to ask, those difficult questions that one normally finds embarrassing or "dumb." The purpose of these questions is to clarify and simplify the issue under discussion and to ensure that everyone ultimately is on the same page and has at least a basic understanding of the details. These questions can come in handy, particularly when the board is looking at the financial statements, and everyone is not a financial wizard.

No argument should be off limits as long as it does not get personal and it encourages members to consider alternative options. Any exercise that forces a board to open up to new ideas can turn an ordinary board into a vigorous and insightful group of team members. However, a perennial devil's advocate or inquisitor may eventually test the board's patience, at which time the game becomes counterproductive.

REMEMBER

- Seek different habits, backgrounds, traditions, experiences, and skills to open the collective board's eyes and avoid stagnation. Remember that diversity on a board does not necessarily make communication and interaction between its members easier.
- Never allow private agendas and conflicts of interest to drive a member's motivations.

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