Introductions

Buzz Shaw and Wim Weiwel

- Ground Rules
- Desired Outcomes of the Workshop
- Agenda
- Introductions
NEW BOARD WORKSHOP

HIGH PERFORMANCE BOARDS DURING A TIME OF GREAT CHANGE

Presented by:
Kenneth A. Shaw, Ph.D.
Chancellor Emeritus and University Professor
Syracuse University
Consultant
Association of Governing Boards
NEW BOARD WORKSHOP
Ground Rules

• One Conversation
• Listen To Hear Differences
• Be Honest/Candid & Open
• Focus On Board, Not Institution
• Be Tough On Issues/Concerns
• Be Easy On Each Other
• Parking Lot
"This is what happens when ethical standards are set artificially high."

Frank Cotham (7/14/2003)
IN ORDER TO MAKE AN INFORMED DECISION, YOU WOULD NEED TO KNOW AS MUCH AS I KNOW.

THAT’S IMPOSSIBLE, SO INSTEAD, BY MUTUAL, IMPLIED AGREEMENT, I WILL FEED YOU SOME LIES THAT POINT YOU TO THE RIGHT DECISION.

IF WE DON’T UPGRADE OUR SERVERS, A HERD OF TROLLS WILL ATTACK HEADQUARTERS.

NO TROLLS!
I NEED TO BLAME SOMEONE FOR THE FAILURE OF PROJECT ALPHA.

USE THE PLUNGER OF BLAME. IT'S THE LATEST TECHNOLOGY FOR RANDOMLY DISTRIBUTING BLAME.

PLEASE TELL ME THAT SOMEONE IS PATTING ME ON THE BACK RIGHT NOW.
Dear diary,
Sorry to bother you again.

LOW SELF-ESTEEM

Mike Twohy (11/25/1996)
I WANT EMPLOYEES WHO ARE PASSIONATE!

GIVE ME THIS JOB OR SO HELP ME GOD, I WILL CUT OFF MY EAR!

AND I'M A PEOPLE PERSON.
Wally, we've been monitoring your Internet usage.

You've been running a side business on eBay, selling our office supplies.

Well, I guess empowerment turned out to be a bunch of blah, blah, blah.
What type of meeting decision-making style will we be using today?

Will it be authoritative, consultative, voting or consensus?

Shut your coffee hole. Well played.
"If we take a late retirement and an early death, we'll just squeak by."
• STEPS TO BECOMING A HIGH PERFORMANCE BOARD

• MEETING BASIC RESPONSIBILITIES:

  PRUDENCE

• HAVING A PRODUCTIVE AND CARING CULTURE:

  NURTURANCE

• PARTNERS IN POSITIVE CHANGE:

  COURAGE

• MAKING CHANGE HAPPEN:

  COMMITMENT
Desired Outcomes of New Board Workshop

- To learn what it takes to become high performance board
- To learn about shared governance
- To review the draft board bylaws
- To learn about next steps for the university and board
• To learn about the university---how it is managed, its programs, services, financial condition, physical plant, and challenges it faces

• In other words, to be able to hit the ground running at the first board meeting
PRUDENCE

STEP 1

MEETING BASIC RESPONSIBILITIES
THE GOVERNING BOARD’S BASIC RESPONSIBILITIES

1. Establish, disseminate, and keep current the institution’s mission.
   
   QUESTIONS: Is it up to date? Does it drive institutional efforts?

2. Select a chief executive to lead the institution.
   
   QUESTIONS: Is there an agreed upon process for selecting a new president? Are you happy with it?

3. Support and periodically assess the performance of the chief executive and establish and review the chief executive’s compensation.
   
   QUESTIONS: Is there an agreed upon process for assessing presidential performance? How is it working?
THE GOVERNING BOARD’S BASIC RESPONSIBILITIES

4. Charge the chief executive with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress.

   QUESTIONS: Does your plan drive institutional efforts? Is it realistic or a weak list?

5. Ensure the institution’s fiscal integrity, preserve and protect its assets for posterity, and engage directly in fundraising and philanthropy.

   QUESTIONS: Are you getting the right information? Do you focus on what is most important?
6. Ensure the educational quality of the institution.

It is up to the faculty and administration to uphold and improve academic quality. But it is up to the board to understand it and to see that it gets done. Ensuring academic quality is a fiduciary responsibility; it is as much part of our role as board members as ensuring that the institution has sufficient resources and is spending them wisely.

Ewell, Peter. *Making the Grade*, 2006

**QUESTIONS:** Are you aware of your program to assess student learning? What kind of evidence is collected to measure what students learn? How are assessment results used? Are you kept up to date on the University’s response to technological opportunities and threats?
THE GOVERNING BOARD’S BASIC RESPONSIBILITIES

7. Preserve and protect institutional autonomy and academic freedom.

   QUESTIONS: How does the board participate in accreditation matters? Has the board had occasions when it had to defend academic freedom?

8. Ensure that institutional policies and processes are current and properly implemented.

   QUESTIONS: Is it clear who does what? Policy versus administration?

9. In concert with senior administration, engage regularly with the institution’s major constituencies.

   QUESTIONS: Opportunities for views to be heard? Who speaks and when?
THE GOVERNING BOARD’S BASIC RESPONSIBILITIES

10. Conduct the board’s business in an exemplary fashion and with appropriate transparency, adhering to the highest ethical standards; ensure the currency of board governance policies and practices; and periodically assess the performance of the board, its committees, and its members.

QUESTIONS: Bylaws up to date and relevant? Policies on conflicts of interest? Orientation/Self assessments?

Break – 15 Minutes
NURTURANCE

STEP 2

GOOD ATTITUDES AND HABITS

NURTURANCE

PRUDENCE
GOOD ATTITUDES AND HABITS

- Homework in advance of meeting
- Conflicts of interest avoided
- A focus on what is most important
- A strong board value of mutual respect
- Candor
• Caring
• Confidentiality
• Honesty
• Trust
• Focus on policy
Board Expectations of Presidents

1. Provide relevant, understandable, information in right amounts
2. Reveal warts and blemishes – suggest solutions
3. Accept the occasional reversal – and differences within the Board
4. Make good use of Board time
5. Help in educating and leading the Board
6. No surprises
President Expectations of Boards

1. Openness and forthrightness
2. No surprises
3. Understand – CEO works for Board – not individuals
4. Avoid posturing to media
5. Maintain confidentiality
6. Give (time, financial resources) until it hurts
Board No No’s

1. Asking favors of administrators such as hiring, admissions favors

2. Conflicts of interest

3. Prejudging situation based on comments outside loop

4. Special interest pleader

5. Forming coalitions to achieve interests
Board No No’s

6. Believing individual Board member is the Board

7. Revealing confidences

8. Speaking for the Board (unless chairman or president)

9. Micro-managing
President No No’s

1. Not communicating about issues, possible public embarrassments

2. Providing too much information (or not enough)

3. Not respecting the Board’s need to conduct its fiduciary duties
President No No’s

4. Not speaking up when a member or the full Board overreaches its authority

5. Surprises

6. Revealing confidences
ENSURING BOARD/PRESIDENT TEAMWORK

• CONSTRUCTIVE ANNUAL REVIEWS OF PRESIDENT (HOW CAN WE BETTER WORK TOGETHER – WHAT CAN I IMPROVE?)

• OVERALL AND INDIVIDUAL BOARD MEMBER EVALUATION

• CONSTRUCTIVE, UNAFRAID PLAIN TALK
• TWO WAY COMMUNICATION

• ENCOURAGE PROFESSIONAL DEVELOPMENT OF BOARD AND PRESIDENT

• KEEP MISSION IN MIND AT ALL TIMES

• WORK FOR COMMON GOOD
WHAT IF POLICIES ARE NOT BEING IMPLEMENTED?

• DON’T ASSUME RESPONSIBILITY

• IMPROVE COMMUNICATION PROTOCOLS

• INSIST ON ACCOUNTABILITY

• MAKE SURE TIME-LINES, ETC., ARE CLEAR

• IF NO IMPROVEMENT, PERSONNEL CHANGES ARE NEEDED
DIFFICULT INDIVIDUAL AND GROUP BOARD MEMBERS

• TRAMPLING OVER IDEAS AND CAUTIONS OF THE CEO, THE TRUSTEE CHAIR, AND OTHER MEMBERS
• PUTTING PERSONAL INTEREST OVER INTERESTS OF UNIVERSITY
• VIOLATING WRITTEN AND UNWRITTEN CODES OF CONDUCT
• MAKING ALLIANCES WITH FACULTY, STAFF, OTHER TRUSTEES
• CONSUMING AN INORDINATE AMOUNT OF TIME OF STAFF AND BOARD MEETING TIME
• POISONING THE CULTURE INSTEAD OF CREATING A SENSE OF COMMUNITY, COLLABORATION, INNOVATION, AND COMMON VALUES

• MANIPULATING OTHERS AND SITUATIONS TO THEIR ADVANTAGE

“IN SHORT, ENORMOUS DAMAGE IS CAUSED CREATING AN EVERWIDENING CIRCLE OF FRUSTRATION AND DESTRUCTION OF ANYTHING IN ITS PATH.”

TERRY O’BANION
TRUSTEE EXTREMES

- THE ABSENT TRUSTEE
- WEARING THE RELATIVE HAT
- THE OVERZEALOUS TRUSTEE
- THE PERSONAL AGENDA
- THE “SLEUTH”

- FROM LITTLEFIELD AND ASSOCIATES
STRATEGIES TO IMPROVE BEHAVIOR

• GOVERNANCE OR TRUSTEE COMMITTEE
• TIME LIMITS ON SPEAKERS
• STRICT ADHERENCE TO RULES
• PROHIBITING BOARD MEMBERS FROM MAKING DIRECT REQUESTS OF STAFF
• A CODE OF UNDERSTANDING
AND IF THAT DOESN’T WORK…..

- EXPECT RESIGNATIONS OF KEY STAFF AND BOARD MEMBERS
- EXPECT EVENTUAL CAMPUS UPHEAVAL
- EXPECT EVENTUAL ACCREDITATION CONCERNS

“All that is necessary for the triumph of evil is that good men (and women) do nothing.”

SIR EDMUND BURKE
CODE OF UNDERSTANDING

• We, the Board Members of Outstanding University, are committed to the welfare of our institution. We recognize that to effectively do our job, we must establish and maintain a culture of mutual respect. We will adhere to the following values: candor, confidentiality, honesty, trust, focus on policy, and caring for one another.

• We will do our homework, focus on what is most important, avoid conflicts of interest and personal agendas, and respect the President’s responsibility to manage the institution.
We recognize that Outstanding University’s continual progress depends on our working together and doing what is best for the university.

This we pledge to do.

Signed____________________________________

Prepared by Kenneth A. Shaw, August, 2013
Lunch Discussion:
Ethics for Public Board Members

David Reese – General Counsel

- Government Ethics Law
- Government Liability Protection
- Public Records Law
- Public Meetings Law
1. The Government Ethics Commission
2. Use of Office for Financial Gain
3. Gifts
4. Conflicts of interest
   a) Actual and Potential Conflicts
   b) What must a Trustee do when met with a Conflict of Interest?
5. Ask the commission – do not rely on a lawyer’s advice
6. Annual Verified Statements of Economic Interest (SEI)
7. Lobbying and Lobbyist Registration
1. Oregon Tort Claims Act
2. Insurance
3. “Advice of Counsel” Defense
A “public record” includes any writing (including email) that contains information relating to the conduct of the public’s business, and that is owned, used or retained by a public body regardless of physical form or characteristics. ORS 192.410(4)(a).
1. Generally, the Board is subject to Oregon’s Public Meetings law, which establishes a policy of open decision-making by governing bodies like the Board.

2. Executive sessions
Campus Tour

Portland State University
Governance

“The ultimate responsibility for the institution rests in its governing board. Boards cannot delegate their fiduciary responsibility for the academic integrity and financial health of the institution. Traditionally, and for practical reasons, boards delegate some kinds of authority to other stakeholders with the implicit and sometimes explicit condition that the board reserve the right to question, challenge, and occasionally override decisions or proposals it judges to be inconsistent with the mission, integrity, or financial position of the institution.”

“Governing boards should state explicitly who has the authority for what kinds of decisions—that is, to which persons or bodies it has delegated authority and whether that delegation is subject to board review. For example, curricular matters and decisions regarding individual faculty appointments, promotions, and contract renewal normally would fall within the delegated decision-making authority of appropriate faculty and administrative entities operating within the framework of policies and delegations of the board.”

“Boards and chief executives should establish deadlines for the conclusion of various consultative and decision-making processes with the clear understanding that failure to act in accordance with these deadlines will mean that the next highest level in the governance process may choose to act. While respecting the sometimes lengthy processes of academic governance, a single individual or group should not be empowered to impede decisions through inaction.”

From: AGB Board Basics—AGB Statement on Institutional Governance and Governing in the Public Trust: External Influences on Colleges and Universities
1. **Major Policies.** Fundamental issues of mission or business definition, typically involving questions of institutional direction, values, priorities, and principals (e.g., add graduate education, discontinue church affiliation, going co-ed).

2. **Secondary Policies.** Questions of primary clientele, types of services, delivery systems that may focus on relationship of programs and departments to overall mission (e.g., add new academic department, establish educational television station, substantially revise admissions criteria).

3. **Functional Policies.** Concern of major operational areas; for example, planning, budgeting, finance, marketing, and personnel (e.g., budget approval process, investment policies).
Levels of Policy

4. **Minor Policies.** Decisions that govern day-to-day practices (e.g., participation in United Way campaign, selection of contractors, intercollegiate athletic schedule).

5. **Standard Operating Procedures.** Mechanisms and procedures to handle routine transactions and normal operations—matters of form, process, method, and application of other policies (e.g., grade appeals, student discipline, sabbatical requests).

6. **Rules.** Regulations that guide or prescribe everyday conduct (e.g., parking, smoking, library fines, and dormitory visitation).
## Typical Divisions of Labor

<table>
<thead>
<tr>
<th>Board</th>
<th>Administration</th>
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<tr>
<td>1. Monitor institutional planning.</td>
<td>1. Develop campus plan for Board approval. Once approved, implement.</td>
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<tr>
<td>2. Approve new academic programs.</td>
<td>2. Develop new academic programs for Board approval. Once approved, implement.</td>
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<tr>
<td>3. Approve major strategies regarding financial aid, enrollment, tuition, etc.</td>
<td>3. Develop and implement policies for financial aid, enrollment, tuition and fees, etc. for Board approval. Once approved, implement.</td>
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<tr>
<td>4. Review and approve annual budget.</td>
<td>4. Develop annual budget for Board approval. Once approved, implement.</td>
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## Typical Divisions of Labor

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<td>5. Monitor institution’s assessment efforts in both academic programs and campus services. Insist on a strong evaluation program.</td>
<td>5. Develop assessment programs for academic programs and campus services and provide Board with periodic progress reports.</td>
</tr>
<tr>
<td>6. Encourage and monitor cost effective management.</td>
<td>6. Develop programs to ensure cost effective management. Keep the Board informed.</td>
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## Typical Divisions of Labor

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<th>Board</th>
<th>Administration</th>
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<td>7. Review and monitor athletics program. Approve major changes in status. Expect frequent reports.</td>
<td>7. Develop these recommendations and seek Board approval for major policy changes. Provide frequent information.</td>
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## Typical Divisions of Labor

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<td><strong>9.</strong> Approve new buildings and other major expenditures. Approve campus building plans.</td>
<td><strong>9.</strong> Develop a campus building plan for Board approval. Develop requests for a specific building for Board approval. Manage the process once the Board approves.</td>
</tr>
<tr>
<td><strong>10.</strong> Monitor campus compliance with local, state, and federal laws and with Board policy.</td>
<td><strong>10.</strong> Develop a means to ensure compliance and periodically report to the Board on any compliance issues.</td>
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Frequent Sources of Tension

1. A Board member suggests at a public meeting that the University should strongly consider developing a new undergraduate program in nursing. He asks the University to conduct a feasibility study and report its findings back to the Board in six months. Any problem here?

2. The Board reviews the salary increase recommendations for all faculty and staff. They often make changes in the amount given out to certain individuals—some get more than recommended, some less. Some who were recommended for raises got no raise. Any problem here?

3. Several Board members sense some internal tensions at the University. They decide to spend time on campus talking with members of the University community. Any problem here?

4. A highly popular, entrepreneurial President leases a portion of the institution’s land to a high tech firm that promises many jobs and close relations with the school. The Board reads about it in the paper. The President argues that she needs to move quietly and quickly in order for this to happen. Any problem here?
Frequent Sources of Tension

6. The Board, unhappy with the way financial aid decisions are made, places three of its members on the campus Financial Aids Committee. Any problem here?

7. The Board, against the vehement opposition of the President, makes Employee X an Executive Vice-President. Any problem here?

8. The Board requires that the President report annually on the college’s compliance with Title IX of the Civil Rights Act. It tells the President that if there are any problems, he should report them to the board along with plans and cost figures. Any problem here?

9. A well meaning board member is a self-styled expert on building matters. He begins to meet with the Buildings and Grounds head and her staff. Soon he is directing a new project. Any problem here?

10. The Board, unhappy with the pace of the use of technology in teaching, instructs the President to earmark $500,000 to prime the pump. “Take it out of salaries.”
Preserving Institutional Independence

1. Recommit to the primacy of the board over individual members

2. Keep the mission as a beacon

3. Respect the board as both a buffer and a bridge

4. Exhibit exemplary public behavior

5. Keep academic freedom central

“Interventions most damaging to self-governance are those aimed specifically at governing board capacities to debate policy and make decisions.”

“Perhaps the most enduring and compelling reason for self-governance in American higher education is the belief that the pursuit of truth, the generation of new knowledge, and the protection of intellectual inquiry are best preserved in institutions unencumbered either by direct governmental control or domination by any self-serving interest.”

From: AGB Board Basics—AGB Statement on Institutional Governance and Governing in the Public Trust: External Influences on Colleges and Universities
Shared Governance

- YES WE ARE DIFFERENT
  - Not another government agency
  - Not a business
  - Not a hospital but somewhat similar
  - But committed to academic excellence and delivery of efficient and effective services

- OUR VALUES DRIVE OUR EFFORT
  - Teaching, research and public service
  - Academic freedom
  - Faculty driving academic programs
  - Belief in shared governance, but not a democracy
  - Board makes policies and President causes them to be implemented
Shared Governance

- **YOU SHOULD EXPECT**
  - Academic programs that are continually reviewed and improved
  - Efficient and caring delivery of services
  - Financial competence
  - A response to your questions and concerns
  - A willingness to change

- **GUESS WHAT? WE AREN’T PERFECT**
  - Decision making often too slow for changing conditions
  - Silos
  - Denial of financial realities
BUT STILL THE BEST IN THE WORLD!

SHARED GOVERNANCE AT YOUR UNIVERSITY!
Establishing the Fundamentals for Board Governance

Wim Weiwel and David Reese

- Review of SB 270
- Electing Board Officers
- Discussion of Draft Bylaws
- Discussion of Draft Board Policies and Committee Structure
Senate Bill 270

- Removes PSU, OSU and UO from the Oregon University System and establishes them as public universities with the status of a separate legal entity.
- Establishes a Board of Trustees to govern the University.
  - The Board must have 11-15 members.
  - The President is an ex officio non-voting member.
  - All others are appointed by Governor.
  - Faculty, student and staff member positions are 2 year terms.
  - All others appointments are 4 year terms, although the first round of appointments are staggered (half are 2 yrs; half are 4)
  - Two consecutive full terms is limit
  - Governor can remove a trustee for cause, after notice and public hearing, but may not remove more than 3 trustees within a 4 year period, except in cases of corrupt conduct in office
The Board is charged with managing the affairs of the university, exercising the powers, rights and duties of the University, and hiring, evaluating, and removing the President.

The President is the chief executive officer of the university, and is also president of the faculty. The President has authority to direct the affairs of the university, subject to the oversight of the board. The President has the authority to hire subordinate university officers, etc.

Specific statutory duties of the Board include:
- Setting tuition (within limits);
- Making the University’s biennial funding and capital requests to the Higher Ed. Coordinating Comm.;
- Adopting the University mission statement and forwarding it the HECC.
The University is provided broad powers, including authority to:

- Establish, supervise and control the academic and other programs of the University, and to request HECC approval of any significant change to the University’s academic program;
- Issue revenue bonds and incur indebtedness;
- Request and receive proceeds from state bonds (XI-F, XI-G, etc.);
- Invest money;
- Enter into any and all contracts, partnerships, joint ventures and other business arrangements;
- Have custody and control of the state property used for university purposes;
- Acquire, mortgage and dispose of real property;
- Condemn property through eminent domain;
- Hold title to personal and intellectual property;
- Purchase insurance or self-insure;
- Have a police force;
- Perform any other acts that in the judgment of the Board or University are required, necessary or appropriate to accomplish the rights or responsibilities granted to the Board or University.
The majority of SB 270 is not operational until July 1, 2014.

The State Board of Higher Education retains governing authority of the University until June 30, 2014.

Except—

- This Board is currently authorized to take any actions “necessary for . . . the university to exercise, on and after [July 1, 2014] all of the duties, functions and powers conferred on . . the university by [SB 270].”
- This Board is required to submit the University’s 2015-17 funding request to the HECC by April 1, 2014.
Organizational Requirement of the Board in SB 270:

- The Board is required to elect a chair and a vice chair.
- The Board is required to adopt bylaws.
- The board is required to meet at least quarterly.
Break – 15 Minutes
COURAGE

STEP3

PARTNERS IN POSITIVE CHANGE

Courage

Nurturance

Prudence
High Performance Scale

Low Performance
- Over/Under-Engaged
- Few New Members
- CEO “Owns” Agenda
- Avoids difficult discussions
- Meetings dominated by reports
- Never evaluates CEO
- Confuses philanthropy with good governance
- Never evaluates board performance
- Focuses on oversight
- Limited monitoring of board performance by board
- Unwarranted Trustee/Board intrusion

High Performance
- Engaged and informed
- Forward/critical thinking
- Opportunity for meaningful deliberation (and appropriately skeptical)
- Creative and inquiring
- Applies risk assessment
- Collaborative partnership with CEO
- Focuses on strategy

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“WHAT MAKES GREAT BOARDS GREAT?
THEY WORK WITH THEIR PRESIDENTS TO BUILD AND SUSTAIN GREAT INSTITUTIONS.”

Terrence MacTaggart
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<th>PERFORMING BOARDS*</th>
<th>HIGH PERFORMING BOARDS*</th>
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<td>• Get the work done/Do things right</td>
<td>• Decide which work is most important/Do the right things</td>
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<td>• “Good enough”</td>
<td>• High Realistic expectations</td>
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<td>• Strategic plans</td>
<td>▫ “Best of Kind”</td>
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<td>▫ “Run your own race”</td>
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<td>• Strategies and Alignment</td>
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<td>▫ Worked somewhere</td>
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<td>Entrepreneurial enterprises</td>
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<td>Balanced scorecards</td>
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<td>Transparency</td>
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<td>Engagement</td>
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<td>Full commitment to mission</td>
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<td>Attention to top priorities</td>
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PERFORMING BOARDS*

- Defer to President
- Cordial

HIGH PERFORMING BOARDS*

- Integral Leadership
  - Shared goals
  - Separate emphases
  - Quality President and quality Board working as one

- “Magic of Dialogue”
  - Constructive
  - Informed
  - Unafraid, plain talk
PERFORMING BOARDS*

• Open to change

• 100% Giving

High Performing Boards*

• Embracing Change
  ▫ Rigorous self-evaluation both group and individual
  ▫ Multi-year comparisons

• High percentage of Transformational Gifts

*Adapted from colleague Terrence MacTaggart
Wrap Up and Looking Forward

Buzz Shaw and Wim Weiwel

- 5:30-6:30 Cocktails @ Simon Benson House
- 6:30 Board Dinner and Getting to Know You Exercise