THE BOARD CHAIR:
The Role, Responsibilities, and Performance Evaluation

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WHY *ME* AS CHAIR?

One never can see ...why anyone was selected for any job. And when one does, it is usually some reason that leaves no room for vanity.

C. S. Lewis
A SIMPLE TRUTH:
A SIGNIFICANT PART OF A BOARD’S OR COMMITTEE’S EFFECTIVENESS DEPENDS UPON THE QUALITY OF ITS LEADERSHIP: THE CHAIR!
THE QUALITY OF GOVERNANCE THAT WAS SUFFICIENT TO GET YOUR ORGANIZATION WHERE IT IS TODAY WILL BE INSUFFICIENT TO GET IT WHERE IT NEEDS TO BE TOMORROW!

SO...

THE SAME IS TRUE FOR THE QUALITY OF BOARD LEADERSHIP!
WHAT MAKES BOARDS UNIQUE?

1. A BOARD ONLY EXISTS WHEN IT IS MEETING.

2. THE BOARD IS AN ENTITY, NOT A COLLECTION OF INDIVIDUALS.

3. THE AUTHORITY OF THE BOARD DERIVES FROM THE WHOLE, NOT FROM ANY INDIVIDUAL MEMBER.
WHAT IS THE “FIDUCIARY DUTY” OF THE BOARD?

1. THE DUTY OF __________
2. THE DUTY OF __________
3. THE DUTY OF __________
Common Problems With the Chair Position

- NO WRITTEN JOB DESCRIPTION
- NO FORMAL OR MEANINGFUL ORIENTATION
- NO MECHANISM NOR CRITERIA FOR ROUTINE PERFORMANCE EVALUATION
- NO MECHANISM FOR PERFORMANCE FEEDBACK BASED ON AN EVALUATION
- GREAT AND OFTEN CONFLICTING EXPECTATIONS: MAINTAIN STATUS QUO – BRING ABOUT SWEEPING CHANGE
- ECONOMIC OR SOCIAL RISK
- INFREQUENT TURNOVER (NO TERM LIMITS), OR TOO FREQUENT TURNOVER – LACK OF LEADERSHIP CONTINUITY
Characteristics of Effective Board Chairs

- UNDERGOES INITIAL AND ONGOING LEADERSHIP TRAINING
- UNDERSTANDS AND COMMITS TO TIME REQUIREMENTS OF THE JOB
- UNDERSTANDS THE ORGANIZATION, ITS HISTORY AND STRATEGY
- UNDERSTANDS AND ACCEPTS THE UNIQUE GOVERNANCE CULTURE AND PROCESSES
- BUILDS A STRONG WORKING AND STRATEGIC PARTNERSHIP WITH THE CEO – BUT BALANCES THIS WITH CLEAR COMMITMENT TO THE BOARD’S INDEPENDENT ACCOUNTABILITY TO OVERSEE CEO PERFORMANCE AND COMPENSATION
Characteristics of Effective Board Chairs

- Understands the leadership structures and relative roles, responsibilities, and authorities of the various leadership groups (Boards, Management, Medical Staffs, etc.)

- Able to communicate clearly, consistently, and effectively

- Follows established goals and objectives and board workplans

- Accepts accountability and performance evaluation – uses results to improve

- Places the interests of the organization and the board above their own

- Accepts and follows term limits
UNLESS THE POSITION, DUTIES, ROLES AND RESPONSIBILITIES, AND AUTHORITY OF THE BOARD CHAIR ARE CLEARLY DEFINED THE EFFECTIVENESS OF THE BOARD TENDS TO FLUCTUATE AS A FUNCTION OF CHANGING BOARD CHAIRS. PERSONALITY, NOT PRINCIPLE OR POLICY, DICTATES BOARD FUNCTIONING AND CULTURE.
FIRST, DEVELOP PRINCIPLES FOR THE POSITION. HERE ARE SOME KEY ONES:

- THE BOARD HAS THE ULTIMATE AUTHORITY
- THE CHAIR IS ACCOUNTABLE TO THE BOARD
- THE CEO REPORTS TO THE BOARD, NOT THE BOARD CHAIR
- WE EXPECT AND EMPHASIZE COMPETENCE AND ACCOUNTABILITY IN ALL BOARD MEMBERS AND LEADERS
- THE EXECUTIVE COMMITTEE IS ACCOUNTABLE TO THE BOARD
- OTHERS?
GREAT BOARDS HAVE GREAT PROCESS.

• They have defined process for both routine and infrequent situations. They rely upon and follow these processes – and only change them rarely and after a clear decision to do so.

• They Decide How They will Make Decisions! Different Situations may call for different Decision-Making Processes and Rules.

• A Key Job of the Effective Board Chair is to Make Certain that these Key Processes Exist; that they are Robust; and to Follow Them!
GREAT BOARDS HAVE GREAT PROCESS.

When a situation arises where there is no process, the Chair uses established principles, protocols, and board culture to establish one. That process is then evaluated, modified, and codified.
TIPS FOR TOUGH CONVERSATIONS
AND BEING A GREAT CHAIR

TRUST IS ABSOLUTELY KEY TO SUCCESS!
TIPS ON TRUST

TRUST DOES NOT MEAN THAT YOU ALWAYS DO WHAT OTHERS WANT YOU TO DO. IT MEANS THAT YOU ALWAYS DO WHAT YOU SAID YOU WOULD DO, OR WHAT WAS AGREED IN PRINCIPLE OR POLICY YOU WOULD DO (JOB DESCRIPTION).

YOU BUILD TRUST WHEN YOU ARE SEEN AS OPEN, HONEST, CONSISTENT AND RELIABLE. TOUGH CONVERSATIONS ARE AN OPPORTUNITY TO BUILD TRUST.

IT TAKES A LONG TIME TO DEVELOP TRUST, AND ONLY A BRIEF, BAD MOMENT TO BREAK IT!
RESOLVING CONFLICT AT MEETINGS

- Define the problem as objectively as possible and get board members to agree to the definition of the problem before addressing possible solutions or actions.
- Confine the debate and discussion to principles and issues, not personalities.
- At critical moments, use active listening to restate each person’s perspective in order to both understand the problem and to demonstrate accurate understanding. Do NOT overuse!
- Facilitate a brainstorming session to generate a list of solutions or alternative approaches.
- Take a break and consider the possible solutions at a subsequent meeting.
RESOLVING CONFLICT: TIPS FOR TOUGH CONVERSATIONS

Look for ways to re-frame the issue to defuse tension. Example: a board that has a history of unanimity often will freeze, erupt, threaten mass resignations, or manifest some other dysfunctional and atypical behavior when they first confront internal conflict, dissention, or a divided board.

The issue can often be de-fused by reframing the issue: We do not have a clear process to resolve conflict; to address a divided board; to make split decisions; - because we have never had to confront this before. What should our process be?
RESOLVING CONFLICT AT (OR BETWEEN) MEETINGS

REMEMBER:

HOW THE CHAIR ADDRESSES CONFLICT OR A PROBLEM WILL BE REMEMBERED LONG AFTER THE ACTUAL CONFLICT IS RESOLVED.
The Typical Board Chair Evaluation Progression

1. The Board has a history of doing MEANINGFUL Full Board Self-Evaluation
2. The Board has positive experience with Post-Board Meeting Evaluations
3. The Board Includes Individual Board Member and Officer SELF ASSESSMENT as part of the Full Board Self-Evaluation
4. The Board Explicitly Decides and Prospectively Establishes a Performance Evaluation process for the Board Chair; the Board Members; Board Committee Chairs; Board Committees
A thorough board chair (and board member) evaluation process includes three basic and broad steps:
1. Develop a written job description for the board chair that clarifies the role, responsibilities and parameters of the position.

This must be done and be approved by the board and implemented at least ONE YEAR before beginning the Chair evaluation process.
2. Establish criteria, drawn from the job description, that become the basis for the evaluation. These criteria should be agreed upon by the board and the chair at least a year before conducting the chair’s performance assessment.

NO ONE should be evaluated against or held accountable to ex-post facto criteria!
3. Develop and use a clearly defined process for the board chair evaluation. The process should be conducted during each term of service and results used to determine whether to reappoint the chair to additional terms.
Board Chair Evaluation Process

Once the job description and performance criteria have been developed, the detailed board chair evaluation process proceeds as follows:
1. Establish a time frame for the evaluation

Typically, the evaluation is conducted six months to one year before the board chair’s term expires so the board can explicitly decide whether or not to appoint the chair to an additional term. If the board decides not to reappoint the chair, enough time is available to select another chair.
2. Develop The Evaluation Instrument

Based on the Job Description, The evaluation instrument usually includes both ranking choice and open-ended narrative questions to allow those assessing the chair’s performance to share perspectives and provide specific examples of interactions with the chair that support their assessment.
Each board member completes the performance evaluation instrument/questionnaire of the board chair using a standard form containing the criteria clearly drawn from the Board Chair job description. These assessments are completed and processed anonymously.
4. The Survey Results are Aggregated and Analyzed

A committee of the board, usually the Governance Committee, aggregates and analyzes the results of the evaluations. Trends and Patterns are identified and the Committee may develop a preliminary recommendation regarding Chair term renewal for the Board.
5. The Full Board Discusses the Aggregate Results

The aggregate assessment survey results along with the committee’s analyses and recommendations are then presented to the full board for discussion in a session where the board chair is excused. The full board agrees on the outcomes of the evaluation and on the feedback that will be given to the board chair. A Core Principle is that Formal Feedback is Always Given!
The Board then determines WHO will provide the Performance Evaluation Results and Decision to the Board Chair and WHEN it will be done. If the decision is to re-appoint the Chair to another term, specific performance improvement areas and targets are provided to the Chair.
6. Feedback Is Given to the Board Chair

Guess who should NEVER be asked to provide performance evaluation feedback to the Board Chair?
Sample Chair Evaluation Questions

1. The Chair recognizes the ultimate authority of the board; does not attempt to usurp that authority.
   Strongly Agree   Agree   Neutral   Disagree   Strongly Disagree
   Other

2. Facilitates oversight of the CEO by the board as a whole.
   Strongly Agree   Agree   Neutral   Disagree   Strongly Disagree
   Other

3. Ensures the integrity of board processes, and that the board behaves consistently with the bylaws and board policies and procedures.
   Strongly Agree   Agree   Neutral   Disagree   Strongly Disagree
   Other
Sample Chair Evaluation Questions

3. Ensures the integrity of board processes, and that the board behaves consistently with the bylaws and board policies and procedures.
   Strongly Agree  Agree  Neutral  Disagree  Strongly Disagree  Other

4. Working collaboratively with the CEO, effectively represents the board to outside parties, including the media where appropriate.
   Strongly Agree  Agree  Neutral  Disagree  Strongly Disagree  Other
Sample Chair Evaluation Questions

5. Communicates effectively, clearly, and unambiguously.
   - Strongly Agree
   - Agree
   - Neutral
   - Disagree
   - Strongly Disagree
   - Other

6. Facilitates board meetings that are focused, creative, effective and efficient.
   - Strongly Agree
   - Agree
   - Neutral
   - Disagree
   - Strongly Disagree
   - Other
7. Should the chair be reappointed to another term of office?

Yes______               No_______

Why?___________________________________
___________________________________
___________________________________
Critical Questioning, Challenge, Loyal Dissent, Support of Decisions, Strategy, CEO, CHAIR
Support of Decisions, Strategy, CEO, CHAIR

PRODUCTIVE DISAGREEMENT

Critical Questioning, Challenge, Loyal Dissent
"Leadership is a potent combination of strategy and character. But if you must be without one, be without strategy".

General Norman Schwartzkopf
A KEY INGREDIENT FOR A GREAT BOARD MEETING IS A CHAIR WHO IS A GREAT MEETING MANAGER AND FACILITATOR. THIS IS AN ACQUIRED SKILL, HERE ARE THE BEST BOOKS TO HELP ACQUIRE THAT SKILL:

MEETINGS THAT WORK, by Richard Chang

THE STRATEGY OF MEETINGS, by George Kieffer

FIRST AID FOR MEETINGS, by Charles Hawkins

HOW TO RUN SUCCESSFUL MEETINGS IN HALF THE TIME, by Milo Frank

HOW TO MAKE MEETINGS WORK, by Michael Doyle