Unite, Inspire, Lead
Our Students, Our Union, Our Future

“Board Fundamentals”

Friday, February 24th
7:15 PM - 8:15 PM  GOV122  GOV 1,2

Glenn Tecker
Chairman & Co-CEO

2017 NEA National Leadership Summit | February 24-26, 2017
NEA Leadership Competency this session addresses:

- NEA Leadership Competency progression level(s).
  - All

- NEA Leadership Competency themes
  - All
Key Topics

- Roles And Responsibilities
- Board Competencies
- The Process of Planning Strategically
- Knowledge Based Decision-making
Your Model of Leadership Behavior?

Where does your “mental model” for a Board member come from? (such as experience with another association, corporate, community organization, service organizations, academic institution, etc.)

Where does your “mental model” for a Board member come from?
Your Model of Leadership Behavior?

Please list the major differences between the source(s) of your “mental models” and NEA.

• Board Member: ____________________________________________

• Board: ____________________________________________

What are the implications of those differences for NEA leadership?

_________________________________________________________

_________________________________________________________
An Association

A group of people who voluntarily come together to solve common problems, meet common needs and accomplish goals.
Why People Behave the Way They Do

• What is perceived is.
• Perceptions are based on available information.
• In the absence of information we assume.
• Behavior, no matter how crazy, has a logical basis.
An Association’s DNA

- What makes associations unique is that the same populations are:
  - the owners,
  - the customers, and
  - the workforce of the organization.
Board Responsibilities

1. Set organization **direction**
2. Ensure necessary **resources**
3. Provide **oversight**
Set Organization Direction

- Engage in strategic thinking and planning
- Set the organization’s mission and vision for the future
- Establish organizational values
- Approve operational or annual plans
Ensure Necessary Resources

• Hire capable executive leadership
• Ensure adequate financial resources
• Promote positive public image
• Ensure the presence of a capable and responsible Board
Provide Oversight

• Oversee financial management
• Minimize exposure to risk
• Measure progress on strategic plan
• Monitor programs and services
• Provide legal and moral oversight
• Evaluate the CEO and Board
The Board’s Role as Leader

- Oversight
- Supervision

Vision
Board Fiduciary Responsibilities

- Duty of Care
- Duty of Loyalty
- Duty of Obedience
Duty of Care

• Be informed and ask questions.
• The duty of care describes the level of competence that is expected of a board member, and is commonly expressed as the “care that an prudent person would exercise in a like position and under similar circumstances.”
• This means that a board member owes the duty to exercise reasonable prudent care when he or she makes a decision as a steward of the organization.
Duty of Obedience

• Requires board members to be **faithful to the organization’s mission.**

• They are not permitted to act in a way that is inconsistent with the central goals of the organization.

• A basis for this rule lies in the public trust that the organization will manage donated funds to fulfill the organization’s mission.
Duty of Loyalty

• Show undivided allegiance to the organization’s welfare
• A standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization.
• A board member can never use information obtained as a member for personal gain, but must ask in the best interest of the organization.
• Board members must comply with policies regarding code of conduct and ethical behavior.
Six Key Attributes of Board Members

1. The ability to think strategically and analytically and to effectively communicate thoughts and the reasons for them.

2. Possession of earned respect of other key stakeholder group members.

3. The ability to work well with others as a member of a collaborative group with group decision-making authority and an understanding of the fiduciary duties of loyalty, care, and obedience.

4. A demonstrated understanding of the differences between “oversight” and “supervision.”

5. An earned reputation for emotional maturity, personal integrity, and honesty.

6. A demonstrated familiarity with the body of knowledge related to both the process for which the group is responsible as well as the substantive content of the subject area within which decisions and choices will have to be made.
## Oversight and Direction Setting

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- We participate in board meetings where the majority of the agenda and board time is focused on issues of direction setting, policy and strategy.
- We maintain sound fiscal policy and practices and realistically face the financial ability of the organization to support its program of work.
- We are committed to strategically planning for the long-term future of the organization, consider this a regular activity of the board, and weigh all decisions in terms of what is best for those served by the organization.
- We work to foster growth in the organization based on the ability to understand how the decision(s) interrelate with other Boards, committees, and external organizations.
- We take into consideration the immediate and long-term issues and ramifications associated with the decisions and actions that are taken.
# Relationship with Chief Staff Officer

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We have clarified (in writing, if appropriate) a mutually agreed upon definition of what success will look like for the organization and for the performance of the CSO, and we have provided the resources and authority necessary to achieve expectations.

| 6 | 5 | 4 | 3 | 2 | 1 |

We have provided the CSO with a clear statement of the personal qualities and performance expectations against which he/she will be measured periodically; and we have agreed to a formative process for providing feedback as plans are being executed.

| 6 | 5 | 4 | 3 | 2 | 1 |

We provide opportunities, encouragement and resources for the professional growth and development of the CSO and staff.

| 6 | 5 | 4 | 3 | 2 | 1 |

We discuss immediately, rather than allow to fester or deteriorate, those items that are controversial to either board members or the CSO.
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We honor the established procedures for board meetings, providing ample time for interested parties to be heard, but preventing a single individual or group from dominating discussions.

We seek ways to support all elected leaders and fellow board members in the successful execution of leadership duties. We seek to recognize the strengths of each individual and provide opportunities for the organization to benefit from these strengths.

We make informed decisions based on data available, and support the organization’s commitment to collecting the information needed for sound decision making.

We seek and respect the opinion or recommendation of staff management when considering a decision and insure that board committees and other work groups are given proper authority and resources for completion of assignments.

We do not redo the work of committees or work groups.

We take the appropriate time for decision making (e.g., controversial items are given adequate attention, and matters of urgency are acted on with deliberate speed) and present decisions of the board without bias to others.
| Very much like us | Not at all like us | | | | | We demonstrate an ability to think independently, grow in knowledge and rely on fact rather than prejudice, and are willing to **hear**, **understand**, and **consider** all sides of a controversial question. |
| --- | --- | --- | --- | --- | --- | --- | We show respect for the intentions and interests of others and for group decisions cooperatively reached. |
| 6 | 5 | 4 | 3 | 2 | 1 | We have a willingness to devote the necessary time to fulfilling the responsibilities of a board member as outlined in the organization's written position description. |
| 6 | 5 | 4 | 3 | 2 | 1 | We are prepared to let go of our leadership roles and fully support (not interfere with) those who follow in future leadership. |
| 6 | 5 | 4 | 3 | 2 | 1 | We do not redo the work of committees or work groups. |
| 6 | 5 | 4 | 3 | 2 | 1 | We take the appropriate time for decision making (e.g., controversial items are given adequate attention, and matters of urgency are acted on with deliberate speed) and present decisions of the board without bias to others. |
Strategy and Policy: All board work is focused on the strategic, long-term direction of the organization, including external scanning, goal and strategy development, policy development, and overall evaluation and accountability.

Strategy, Policy, and Management: Most board work is focused on strategy and policy, but also includes some high-level management functions.

Management: The majority of the board's work is comprised of managing the operations of the organization, including planning, organizing, directing, supervising, and evaluating operations.

Management and Operations: The board spends most of its time managing the operations of the organization, but also serves as the actual workforce for certain administrative or programmatic operations.

Operations and Activities: The majority of the board's work is comprised of actually doing the frontline operational work of the organization, because board members also are the organization's volunteers.
A Role Continuum for the CSO

Indentured Servitude clerk administrator manager technical expert facilitator advisor planner strategist visionary Religious-like Deity

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*Adapted from “Building Better Boards”, David Nadler, HBR May 2004

A = Decision     B = Involved     C = Consulted     D = Informed     E = Not Involved
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The Representative Governance Model

1. One part political
2. One part corporate
3. One part weird
Trust in Governance

Members will respect governance they perceive to be:

Credible and Legitimate
Representative Governance Model

Whose interests do you represent?

The **constituency** that sent you?

or

The **association** as an enterprise?
Representative Governance Model

The answer – in practice – in the political/corporate hybrid is probably:
Transparency & Trust in Governance

Occurs when board members understand the difference between being

“representative for”

versus being

“representative of.”
Representative For

If board members believe they are “representative for,” they see themselves as the elected representatives of a particular constituency.

They voice only the self interests and opinions of that constituency and vote only on behalf of that constituency’s interests.
Representative Of

Board members who view their role as ensuring that the views, beliefs, values, and self interests of the constituencies they know the best are on the table as part of the conversation, are “representative of.”

They voice interests and opinions of those they know best and vote on behalf of the best overall interests of the organization.
The Strategic Board Agenda

- Discussion of Mega Issue(s)
- Review and Adjustment of Strategy
- Policy: Public & Operational
- Routine Board Business
Strategy vs. Operational Planning

**Strategic Planning**
- Longer-term
- Driven by the vision
- Responsive to external environment
- Alignment of programs and services
- Establishes direction
- Leadership is accountable

**Operational Planning**
- Annual planning
- Driven by the strategic plan and ongoing operations
- Improvements on existing programs and services
- Establishes work priorities
- Staff and volunteer work groups are accountable

**Budget**
A Process for Planning and Thinking Strategically

- Current Conditions
- Trends
- Assumptions About the Future

Core Ideology and Envisioned Future
- Core Purpose
- Core Values
- Vision
- Vivid Description

Strategic Planning
- Goals and Objectives
- Prioritization
- Organization Strategy

Program & Operational Planning
- Strategies and Tactics
- Priority Setting & Planning
- Annual Budget Cycle
- Infrastructure Alignment

Annual approval & review process

10+ Years 3 – 5 Years Annually

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Difficult Decision Points
Identifying Leverage Points

You can use the following criteria to make the decision:

**IMPACT:**
A measure of “breadth” of importance. How basic or essential is the objective? How many other things depend on it or are related to it?

**CONSEQUENCE:**
A measure of “depth” of importance. How bad or good will it be if we: (a) achieve the desired condition; (b) take advantage of the opportunity; (c) adequately address the problem?

**IMMEDIACY:**
A measure of the importance of: (a) “opportunity” (how much time is available); and (b) “sequence” (how early in the chronology does this need to occur) to correct the problem before it causes irreparable damage or take advantage of the opportunity before it disappears?
Difficult Decision Point
Vetting Potential Strategies

Use the following criteria to assess each possible strategy

**Necessity:**
Is execution of this strategy necessary to achieve satisfactory progress toward this goal & its objectives?

**Feasibility:**
Is it reasonable to expect that this strategy can be effectively executed?

**Appropriateness:**
Is this organization best positioned to execute this strategy; is it consistent with our purpose and values?

Use the following criterion to assess the tentative set of strategies

**Sufficiency:**
If all of these strategies are executed, will we achieve satisfactory progress toward the goal and its objectives?
Difficult Decision Point

Setting Priorities and Action Planning

You can use the following criteria to set priorities among the selected strategies.

- **Critical**: Work on this strategy must be completed in the coming year.
- **Immediate**: Work on this strategy must occur in the coming year.
- **Middle**: Work on this strategy should occur in the coming year if possible.
- **Later**: Work on this strategy can wait until subsequent year if necessary.
### Example Action Plan

**Goal:**

**Objective(s):**

**Strategy(ies):**

**Indicator(s) of Achievement:**

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Current State

Driving Factors (+)

Restraining Factors (-)

Realization of Full Potential

Question 1: ________________________________________________________________

Question 2: ________________________________________________________________

Question 3: ________________________________________________________________
A Framework for Dialogue and Deliberation

I. Dialogue to inform the issue
II. Dialogue to identify and evaluate strategic choices
III. Deliberation to determine consensus and reach a decision
IV. Craft a motion, deliberate and vote
Four Knowledge Bases

1. What do we know about our stakeholders’ needs, wants, and preferences that are relevant to this decision?*

2. What do we know about the current realities and evolving dynamics of our environment that is relevant to this decision?*

3. What do we know about the “capacity” and “strategic position” of our organization that is relevant to this decision?*

4. What are the ethical implications?

*What do we wish we knew, but don’t?
The mega-issue question

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<th>What do we know about needs and preferences?</th>
<th>What do we know about current realities and evolving dynamics?</th>
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Our Choices

Choice: a discrete, but not necessarily exclusive, alternative

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Determining Areas of Consensus

- Are there any choices we want to eliminate?
- Are there any choices that can be combined with others?
- What choices are we prepared to commit to now?
- Are there choices we are still interested in but need more information about before deciding?
Craft a Motion

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<tr>
<th>Background (Whereas)</th>
<th><strong>Background Information</strong> (Preamble clauses): The section uses the &quot;Whereas&quot; section heading. Whereas clauses are statements of facts to support the resolution. It is due to these facts that the actions in the second section (Operative Clauses) will be taken. The statements should be concise and highly relevant and are drawn from the group discussion on the topic. While this section may have multiple clauses or paragraphs, the number should be limited. Each clause ends with an &quot;and&quot; after a semi-colon. The last clause ends with a comma.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Action (Be it Resolved)</td>
<td><strong>Operative Clauses</strong> (Action): The section uses the “Be it Resolved” section heading. Be it resolved clauses state the proposed action or policy change. Resolved clauses should be only one sentence in length and must make sense when read alone, as they are usually the only part of the resolution that will be debated. The section may have multiple operative clauses that end with a period.</td>
</tr>
<tr>
<td>Guiding Principles (Key Considerations)</td>
<td><strong>Guiding Principles</strong> (Key Considerations): The section begins with the following heading: “The following guiding principles govern these actions:”. The Guiding Principles section describes the group’s philosophy and sets some general rules for the decisions of that group. The guiding principles are the boundaries within which sound business decisions can be made.</td>
</tr>
</tbody>
</table>
Deliberate on the Motion

- In parliamentary procedure, adjourn the committee of the whole and return to board process.
- Return to normal deliberative process.
Board Fundamentals

• Please complete the evaluation for this breakout session!

• Please visit the Leadership Development Resources website at www.nea.org/leadershipdevelopment
Glenn Tecker

Glenn Tecker is Chairman and Co-CEO of Tecker International, LLC, an international consulting practice that has completed projects for over 2000 groups in 49 states, Europe, Canada, Asia, Mexico, and Central America.

Consulting Accomplishments
- Guiding member and staff leadership of the National Collegiate Athletic Association [NCAA] through a broadly participative and transparent process that redefined the organization’s core purpose and values, developed vision based strategy and action plans, and realigned the NCAA’s priorities to lead a re-focusing of the university athletic experience for the 21st Century.
- Developing new organizational, program, and operational strategy with the United States Green Building Council [USGBC]-enabling a diverse association serving the construction industry, facility management profession, government agencies and environmentalists with innovative practical solutions to global ecological concerns to successfully navigate through a period of multiple opportunities, complex demands and rapid growth.
- Redesigning the governance, operations, and cultures of national trade and professional associations to better fit today’s demanding high speed, rapidly shifting environments.
- Designing and conducting an institute for an international philanthropic organization to train representatives leading non-govermental ventures from 10 Asian nations with a tradition of conflict.
- Guiding engineering and technical associations through strategic planning and management systems to optimize the contributions of the nation’s infrastructure professionals dealing with increasing complexity, technology, and regulation.
- Devising strategy and developing competencies with school districts, educational agencies, and school board and teacher associations working to improve teaching, learning, and organization.
- Assisting the United States Environmental Protection Agency, the American Water Works Association, the Technical Institute of the Pulp and Paper Industry and other environmental advocacy organizations to foster global use of technologies that contribute to quality of life.
- Developing strategies and institutional competencies with members of the American Health Care Association and the American Association of Homes for the Aging for improving delivery of care to America’s expanding older population.
- Counseling real estate, credit union, savings and loan, insurance, and commercial bank leadership addressing dramatic changes affecting the property and financial industries.
- Working with community action agency leaders across the US to develop the competencies and knowledge needed to contribute to success of the nationwide welfare reform initiative.
- Providing research, training, and consultation to healthcare delivery, physician, and nursing organizations developing strategies to improve quality of care and access to services while containing costs.
- Facilitating planning activities of information, telecommunications and entertainment related organizations in high technology industries challenged by tough competition and constant dramatic change.
- Supporting research and program planning efforts of agricultural organizations addressing complex issues related to food safety, industry prosperity, and shifts in the demography and economics of agriculture.

Education and Professional Involvements
Glenn Tecker is also co-author of three best selling books – The Will To Govern Well – Knowledge, Trust and Nimbleness, Building a Knowledge-Based Culture... Using 21st Century Work and Decision-Making Systems in Associations, and Successful Association Leadership: Dimensions of 21st Century Competency for the CEO; co-designer of a curriculum for training the boards of organizations; editor of an education handbook for executives of non-profit organizations; primary developer of a guide for organizational self-assessment; and author of Merit, Measurement and Money, a book on staff evaluation, incentives and compensation. Tecker has served in an executive capacity with business, public agencies, and non-profit organizations. He has also been a Board member for both non-profit and for-profit corporations. Currently he serves as Board Chair of New Hope Academy — a non profit multi-campus non traditional alternative school in Pa. and as a member of the executive committee of the Board of Guide dogs for the Blind Foundation and America’s Vet Dogs in NY. In 1998, Glenn was honored as the recipient of ASAE’s Academy of Leaders Award - the highest possible recognition awarded by ASAE’s Board of Directors.

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About Tecker International

Tecker International, L.L.C. is an international consulting practice focused on meeting the special needs of associations managing through change. The most successful approaches to research, strategy development, thoughtful counsel, facilitation, and education are carefully integrated to help its client’s organizations solve complex problems and reach new goals.

Clients define the attributes that distinguish Tecker International within the marketplace as including:

- Insightful counsel and talented facilitation that inspires thoughtfulness, commitment, and action.
- Expertise in the special dynamics and challenges of leadership in associations, non-profit corporations, and other voluntary environments.
- An unrivaled knowledge base of alternatives and insights gathered through experience with non-profit, for profit, and public organizations.
- Tools and approaches that make strategic thinking and learning both productive and enjoyable.

Glenn Tecker, Chairman and Co-CEO and Paul D. Meyer, President and Co-CEO and the other nationally respected consultants in the practice, have helped leaders to successfully “move ideas” through organizations serving a wide variety of industries, professions, and causes. The collective competencies of Tecker International enable us to provide the talents, skills and expertise needed to achieve each project’s unique objectives. The technical and technological resources of our firm help our clients achieve necessary understanding and support while avoiding unnecessary expenditures of time and money.

Working in partnership, consultant and client identify desired results, roles, responsibilities, and costs. Our commitment to a collaborative approach has enabled us to assist clients to produce thinking, experience, and outcomes widely cited as practical models and successful case studies.

Some recent assignments include:

- Reshaping an organization’s structure and processes to be better able to make a greater number of increasingly complex decisions more quickly with greater confidence.
- Helping member and staff leaders build and sustain a collaborative partnership and create an enabling culture which supports the organizations’ ability to act on its most important opportunities.
- Converting an organization’s traditional planning into an ongoing process for planning strategically and integrating governance, program development, performance assessment and budgeting with that process.
- Repositioning an organization for success in a more competitive environment by redefining a brand and value proposition better matched to the needs and preferences of key audiences.
- Designing processes for managing an organization’s knowledge assets that enable inventorying, cataloguing, sustaining, and accessing “content” regardless of its original “container”.
- Defining organization-wide systems for new product and service development within compressed timelines and appropriate levels of risk.
- Constructing strategic alliances or consolidations among like-minded organizations to increase membership value, improve program quality, and obtain cost efficiencies.

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