

DEVELOPING A DYNAMIC BOARD:

Orienting and Supporting the Board

**National Association of
Bar Executives
San Antonio, Texas
February 5, 2004**

**Jan Michels, Executive Director
Washington State Bar Association**

- I. Orientation to Board Service
 - A. Orientation Day (*See outline of "New Governor Orientation"*)
 - B. Defining Responsibilities (*See "Governor Responsibilities"*)
 - C. Discussing the Dynamics of Groups
 - D. Setting Mutual Expectations
 - E. Clarify Differences between Policy Development and
Implementation Management

- II. Performing Board Hallmarks
 - A. Agreed Mission and Goals
 - B. Empowered President/Chair
 - C. Shared Commitments to Discussion Protocols (*See sample
"Discussion Protocols" and evaluation of compliance tool*)

- D. Ongoing Performance Evaluation (*See sample Meeting Evaluation form*)
 - E. Use Meeting Agendas and Pre-meeting Distribution of Meeting Materials
- III. Supporting the Work of the Board
- A. Assure that Bylaws and Policies are Current and Clear
 - B. Set Agendas and Raise Issues about what Matters Most to the Organization
 - C. Include all Necessary Information on each Issue on the Agenda in the Board materials for Each Meeting
 - D. Coach the President/Chair on Running Effective Meetings - be the 'process observer'
 - E. Treat Volunteers' Time as Precious
 - F. Develop and Periodically Revisit a Long-range Plan
 - G. Use Annual "Operational Plans"
- IV. Common Board Problems
- A. Stagnation / "same old" syndrome
 - B. Limitless Terms

- C. Pro forma Meetings without Relevant and Important Substance
- D. Lack of Diverse Points of View
- E. Disruptive Member(s) / side bars
- F. Micro-managing
- G. Lack of Direction or Long-range Goals

NEW GOVERNOR ORIENTATION

SEPTEMBER 04, 2003
9:00 A.M. – 3:00 P.M.
WSBA OFFICE – Adams Room

Tab 1	Welcome & Introductions <ul style="list-style-type: none">• 2003-2004 Meeting Schedule• 2004-2005 Proposed Meeting Schedule
Tab 2	WSBA Background <ul style="list-style-type: none">• Background Information• WSBA History• GR 12. Washington State Bar Association: Purposes• WSBA Mission Statement & 2003-2006 Strategic Goals• What can WSBA do?• Demographics of Active WSBA Members• WSBA Membership Count(s)• State of Washington Congressional Districts• WSBA Membership License Fees (2004, 2005 and 2006)• WYLD
Tab 3	Being a Governor <ul style="list-style-type: none">• Board of Governors Roster – Public• Board of Governors Roster – Confidential• New Governors' Bios• Governor Responsibilities• Suggestions & Tools for Promoting Board of Governors Discussion• Board Meeting Guidelines• BOG Committees, Task Forces and Panels (updates for 2003-2004 in progress)• Standing Committees & Sections Liaison Assignments (updates for 2003-2004 in progress)• News Flash (last 6 issues)• Agenda Setting• Mutual Contributions & Expectations• E-mail Etiquette
Tab 4	Board Related Entities <ul style="list-style-type: none">• Graphic Section Profiles• WSBA Committees• Outside Appointments• The ABA and NBA
Tab 5	2003 – 2004 Budget <ul style="list-style-type: none">• Memo from WSBA Treasurer, Ken Davidson• WSBA Compensation Plan – 2003-2004 Salary Adjustment Matrix

Tab 6	Legislation <ul style="list-style-type: none">• Legislation and Court Rule Comment Policy• WSBA Legislative Process Roadmap
Tab 7	WSBA Staff & Services <ul style="list-style-type: none">• Key Staff Contacts• WSBA Organization Chart• WSBA Department Summaries• WSBA Directors' Bios• WSBA Staff Phone Directory
Tab 8	Hints & Suggestions <ul style="list-style-type: none">• Current Program Topics and Issues Under BOG Consideration



WASHINGTON STATE BAR ASSOCIATION

Governor Responsibilities

Governors are the fiduciary of WSBA assets. These assets include cash and investments, the organization's good name and the organization's goodwill with members. Assets must be managed under a "good faith/prudent care/best interests" standard. Meeting this standard includes the exercise of sound business principles, attendance at meetings and the exercise of due diligence in making decisions effecting the organization's assets.

The office of governor is a three-year commitment from October through the end of September three years later. Governors may only serve one term.

It is expected that a governor will:

- Participate in the Governor Orientation Program.
- Attend nine BOG meetings per year – generally all day Friday through Saturday morning.
- Be a member of 2-3 (of the 17) BOG committees.
- On a rotating basis with other governors, attend various law-related events such as annual dinners, award events, special events, etc.
- Be a liaison and attend key meetings for 3-5 WSBA sections, standing committees and other boards or commissions as assigned by the president.
- Occasionally represent the WSBA for public speaking and appearances.
- Participate in BOG listserv discussions and issue development, under the listserv etiquette guidelines.
- Using WSBA electronic distribution groups, communicate periodically with constituents.
- Establish contact and maintain relationships with local bar associations in their congressional district.
- Be a WSBA-BOG liaison to a minority or specialty bar association.
- Attend semi-annual section and committee orientation meetings at the WSBA.
- Assist with the recruitment and orientation for a replacement governor and president when in their district.
- Lead table discussions at listening lunches.
- Conduct leadership recruitment and recommend constituents for appointments.
- Appoint standing committee members annually.
- Maintain the confidentiality of information discussed at executive sessions.
- Refrain, as required by the WSBA bylaws, from endorsement of political candidates for offices reserved for lawyers.

Most governors find that they can meet these commitments in about 30 hours a month.



WSBA

WASHINGTON STATE BAR ASSOCIATION

Discussion Protocols Board of Governors 2003-2004

Philosophical Statement:

“We take seriously our representational responsibilities and will try to inform ourselves on the subject matter before us by contact with constituents, stakeholders, WSBA staff and committees when possible and appropriate. In all deliberations and actions we will be courageous and keep in mind the need to represent and lead our membership and safeguard the public. In our actions, we will be mindful of both the call to action and the constraints placed upon the WSBA by GR 12 and other standards.”

Governor’s Commitments:

1. Tackle the problems presented; don’t make up new ones.
2. Keep perspective on long-term goals.
3. Actively listen to understand the issues and perspective of others before making the final decision or lobbying for an absolute.
4. Respect the speaker, the input and the Board’s decision.
5. Collect your thoughts and speak to the point - sparingly!
6. Foster interpersonal relationships between Board members outside Board events.
7. Listen and be courteous to speakers.
8. Speak only if you can shed light on the subject, don’t be repetitive.
9. Consider, respect and trust committee work but exercise the Board’s obligation to establish policy and insure that the committee work is consistent with that policy and the Board’s responsibility to the WSBA’s mission.
10. Seek the best decision through quality discussion and ample time (listen, don’t make assumptions, avoid sidebars, speak frankly, allow time before and during meetings to discuss important matters).
11. Remember and use the parking lot for important but “off point” issues.

12. Don't repeat points already made.
13. Everyone should have a chance to weigh in on discussion topics before persons are given a second opportunity.
14. No Governor should commit the Board to actions, opinions, or projects without consultation with the whole Board.
15. Use caution with e-mail: it can be a useful tool for debating but e-mail is not confidential and does not easily involve all interests.
16. Maintain the strict confidentiality of executive session discussions and matters.

**BOARD OF GOVERNORS
EVALUATION FORM**

Please return to Jan Michels or fax to 206- 727-8319

**HOW WELL DID THE BOARD ADHERE TO THE
FOLLOWING DISCUSSION PROTOCOLS:**

	Excellent	Very Good	Good	Fair	Poor
Tackle the problems presented; don't make up new ones					
Keep perspective on long-term goals					
Actively listen to understand the issues before making the final decision					
Respect the speaker, the input and the Board's decision					
Collect your thoughts and speak to the point - sparingly!					
Foster interpersonal relationships between Board members outside Board events					
Listen and be courteous to speakers					
Speak only if you can shed light on the subject, don't be repetitive					
Consider, respect and trust committee work but exercise the Board's obligation to establish policy					
Seek the best decision through quality discussion and ample time					
Remember and use the parking lot for important but "off point" issues					
Don't repeat points already made					
Everyone should have a chance to weigh in on discussion topics before persons are given a second opportunity					
No Governor should commit the Board to actions, opinions, or projects without consultation with the whole Board					
Use caution with e-mail: it can be a useful tool for debating but e-mail is not confidential and does not easily involve all interests					
Maintain the strict confidentiality of executive session discussions and matters					

For any ratings of fair or poor, how could we have done better? _____

**BOARD OF GOVERNORS
MEETING EVALUATION FORM**

Please return to Jan Michels or fax to (206) 727-8319

A. MEETING

1. How well was time used at this meeting?
2. Was this meeting effective?
3. How well were the basic ground rules followed?
4. How did the agenda length work?
5. How did the timing work?
6. How did the order of the items work?

Very	Reasonably	OK	Poor	Bad

Suggestions or comments for improvements:

B. BOG BOOK

Were the meeting materials in the BOG Book (circle one): too much just right too little

Other comments about the BOG Book:

C. AGENDA

What would you have eliminated or changed if anything?

D. OTHER

- Any comments on the annotated agenda or other meeting issues?

- Are there topics you would like to see on future meeting agendas? Any particular timeframe?



WSBA

GOVERNOR/STAFF CONTRIBUTIONS

WHAT THE BOARD OF GOVERNORS BRING TO THE BOARD/STAFF RELATIONSHIP	WHAT THE STAFF BRINGS TO THE BOARD/STAFF RELATIONSHIP
<p>Leadership and vision</p> <p>Public visibility</p> <p>Geographic points of view</p> <p>Knowledge of various facts and cultures in the legal community</p> <p>Professional orientation to the practice of law</p> <p>Collective wisdom</p> <p>Continuity of policy and program</p> <p>Interface to political policy makers</p> <p>The ability to be a spokesperson</p>	<p>Expertise in administration</p> <p>Basic knowledge of the organization</p> <p>Objectivity and analysis in reaction to Board volunteer suggestions</p> <p>Ability to interpret Board policy decision and actions to lower-echelon staff</p> <p>Coordinate Board activities and spot problems and pitfalls before Board volunteers generally do because of their unique position as the bridge between Board volunteers and members of the organization</p> <p>Full time commitment to implementing Board policy</p> <p>Day-to-day funnel of information</p>



WSBA

GOVERNOR/STAFF EXPECTATIONS

WHAT BOARD OF GOVERNORS CAN REASONABLY EXPECT OF STAFF	WHAT STAFF CAN REASONABLY EXPECT OF BOARD OF GOVERNORS
<p>Attention to details of meetings, conferences, etc.</p> <p>Judicious use of volunteer time</p> <p>Complete, concise, timely, and accurate information</p> <p>Candor in individual and organizational relationships</p> <p>Intellectual honesty</p> <p>Prompt return of phone calls</p> <p>Meeting of agreed-upon deadlines, with notification if deadlines cannot be met</p> <p>Forthrightness</p> <p>Adequate preparation for meetings in which Board volunteers must play a leadership role</p>	<p>Easy access by phone or visitation when needed</p> <p>Fulfillment of commitments when agreed-upon deadlines or actions</p> <p>Leadership rather than “followership”, initiation rather than response</p> <p>Sensitivity to staff’s organizational problems and time constraints</p> <p>Support in controversial situations</p> <p>Candid performance appraisal and assistance in performance</p> <p>Loyalty, confidentiality</p>



WSBA

EFFECTIVE WAYS TO TURN OFF A GOVERNOR	EFFECTIVE WAYS TO TURN OFF WSBA STAFF
<p>Forget that Board volunteers have the same feelings and emotions that you do</p> <p>Forget that Board volunteers are volunteers, not paid staff persons</p> <p>Not asking Board volunteers' advice or involving them in the decision-making process</p> <p>Ask for an appointment without saying what you want to talk about</p> <p>Fail to stick to appointment time schedules</p> <p>Fail to respond promptly to phone calls and/or e-mails</p> <p>Forget to acknowledge Board volunteer's accomplishments</p> <p>Embarrass a Board volunteer through inaccurate or insufficient data</p> <p>Force a Board member to make repeated requests for data</p> <p>Attempt to manipulate a Board volunteer in order to achieve a desired decision</p>	<p>Forget the staff have the same feelings and emotions that you do</p> <p>Treat you staff condescendingly</p> <p>Agree to a course of action privately, then change direction publicly without notifying staff of the reasons</p> <p>When meeting with a staff person, sign letters, answer many phone calls, dictate a letter to your secretary – all of these designed to demonstrate how little you think of them or their time</p> <p>Fail to return phone calls and/or e-mails or follow up on commitments</p> <p>Once a deadline has passed, force staff to inquire repeatedly about your progress</p> <p>Fail to recognize staff accomplishments</p> <p>Instruct a staff person to do many hours of research or documentation without recognizing ongoing task loads or checking with his/her supervisor first</p> <p>Step out of the Board volunteer role into the staff role</p>