



BoardLink

Your connection to effective bar governance

How Does Your Board Measure Up?

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The vast majority of bar association boards responsibly oversee their organizations' activities and finances. But truly exceptional organizations — bar associations included — have boards that are commensurately exceptional. So, what makes the difference? What is the difference between ordinary and extraordinary?

Fortunately for us, researchers at BoardSource have been exploring this very question, and have shared their observations in the book, *The Source: Twelve Principles of Governance that Power Exceptional Boards*. As an overview, we've included BoardSource's description of each principle, and we've also posed a few questions to help you assess how well your own bar association board practices them. The twelve principles are:

1. Constructive partnership

Exceptional boards govern in constructive partnership with the chief executive, recognizing that the effectiveness of the board and chief executive are interdependent. They build this partnership through trust, candor, respect, and honest communication.

The ABA Division for Bar Services suggests that bar leaders should be asking themselves:

- Do I understand when it's the board's responsibility to take the lead and when it's the executive director's responsibility? Do I understand where we have a shared responsibility?
- Have our board and executive director fostered a constructive relationship with one another and approach each other's views with mutual respect?
- Does our board collaborate with the executive director to create performance expectations? Does the board provide performance feedback to the executive director throughout the year? When concerns or problems arise, is our board addressing them promptly and candidly?

2. Mission driven

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

Bar leaders should be asking:

- When our board makes decisions, do we ask ourselves, "Is this decision consistent with what we stand for? Are we assiduous in protecting our core values?"
- Are we careful not to be diverted by every good idea that arises?
- How well do we balance our responsibility to members, the profession and the community? Do we regularly ensure that our emphasis on each is appropriate?

3. Strategic thinking

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction. They not only align agendas and goals with strategic priorities, but also use them to assess the chief executive, drive meeting agendas, and shape board recruitment.

Bar leaders should be asking:

- Are we thinking beyond this year's activities and initiatives?
- How well do we sift through the many good ideas to get to the few *great* ideas?
- Do we anticipate what our audiences (members, the profession, the community) want and need, and are we acting on it?

4. Culture of inquiry

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

Bar leaders should be asking:

- Do we as a board ask the right questions to get to an informed decision?
- Are we skeptical of the obvious or "quick fix"?
- Do we rely on more than opinions to develop our strategy?

5. Independent-mindedness

Exceptional boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their board members put the interest of the organization above all else when making decisions. They do not allow their votes to be unduly influenced by loyalty to the chief executive or by seniority, position, or reputation of fellow board members, staff, or donors.

Bar leaders should be asking:

- Do we fully vet issues before the board, or do we tend to defer to the opinions of those in leadership positions?
- Do we avoid "group think" and encourage dissent?
- Are we sensitive to situations where there may be a conflict of interest? Do we deal with those situations appropriately?

6. Ethos of transparency

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding the organization's finances, operations and results.

Bar leaders should be asking:

- Do we conduct all of our business with care, so that we can maintain a spirit of openness?

7. Compliance with integrity

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanism for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.

Bar leaders should be asking:

- Do I fully grasp my fiduciary responsibility to the bar association?

- Do I protect and promote the bar's reputation?
- Do I observe confidentiality with regard to the bar's business?
- Are we always careful to use the bar's resources in a responsible manner?

8. Sustaining resources

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.

Bar leaders should be asking:

- Does our budget reflect where our priorities are?
- Are we careful not to spread our resources too thin?

9. Results-oriented

Exceptional boards measure the organization's progress toward mission and evaluate the performance of major programs and services. They gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.

Bar leaders should be asking:

- Are we focused on the bar's accomplishments, not on its activity?
- When we launch a new initiative, do we define what success looks like at the outset?
- Do we have candid discussions about what's working and what's not, and promptly take action to fix or eliminate programs that are not providing a sufficient return on investment?

10. Intentional board practices

Exceptional boards purposefully structure themselves to fulfill essential governance duties and to support organizational priorities. Making governance intentional, not incidental, exceptional boards invest in structures and practices that can be thoughtfully adapted to changing circumstances.

Bar leaders should be asking:

- Do we recognize our strengths and weaknesses as a board and work to fill the gaps?
- Do we seek out and cultivate future leaders?

11. Continuous learning

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They embed learning opportunities into routine governance work and in activities outside of the boardroom.

Bar leaders should be asking:

- Does our board take the opportunity to learn something new at every board meeting?
- Do we hold ourselves accountable as a board?

12. Revitalization

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and board composition, and they understand the

importance of fresh perspectives and the risks of closed groups. They revitalize themselves through diversity of experience and through continuous recruitment.

Bar leaders should be asking:

- Do we have a balance of experienced board members and those who bring new perspectives?
- Do we have a thoughtful recruitment process that ensures a diversity of views and commitment in the leadership?

So, how does your board measure up?

We recommend spending ten minutes at your next board meeting to discuss these principles as a group. Is your board attuned to the principles mentioned here? Are there other practices not mentioned that also are important for your board? Can you identify a few strategies to improve your board's performance in the places it's weakest?

In future issues of BoardLink, we'll explore how these principles play out differently across our bar associations and foundations. As you discuss them, please share your observations and strategies so that the organized bar continues to improve its practices and its ability to make an extraordinary impact.

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