



BoardLink

Your connection to effective bar governance

BoardLink – Your Connection to Effective Bar Governance Spring 2011 Issue

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For the Good of the Order

As we approach summertime – a time when many bar board terms end – it seems appropriate to think about how we'll get our new board members up to speed. Many of our bars do orientation sessions. I've attended my fair share over the years. While I've left all of them more informed, I've left the best ones prepared, connected and inspired.

So, how do we give our boards the kind of experience that “jump starts” the bar year? That's our challenge in this issue's Main Motion column. On the subject of board responsibility and accountability, we're also delighted to be able reprint a column from the nonprofit resource, [Blue Avocado](#). It addresses an all too common problem: board members who aren't invested in the mission. Finally, don't forget to check out this issue's Best Board Practice and Resources for Board Orientation and Ongoing Education.

As always, please forward this issue to your board and to your young lawyer leadership, and encourage them to subscribe. And be sure to give us your feedback.

Sincerely,

William R. Bay
Chair, ABA Standing Committee on Bar Activities and Services

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This Quarter's Main Motion: Board Orientations that Are Worth the Effort

I suspect most of us who serve on boards would agree that board orientations are a good idea. I'd like to suggest that consistent orientations actually have the potential to *transform* the effectiveness of the board, if they're done well. There's no magic to it, but a good orientation will take some time to put together. That's a resource that's admittedly scarce for most of us, so this article will give you a head start and lead you through some of the more important questions.

1. What's the goal of the board orientation and what kinds of things should we cover?

In my view, we want to help new board members feel comfortable and prepared to participate at the very first board meeting. They should understand good governance and be equipped to make thoughtful decisions, so that our boards can immediately take advantage of all they have to offer. We also want to foster the collective ability of the board to govern and provide leadership for the organization. Therefore, a good orientation is both informational and educational.

Most of our bars do the "information" piece of orientations well. We give new board members information about the bar's budget, programs, and what we get reimbursed for, but we don't spend as much time helping the board coalesce as a group or addressing what I would call the cultural questions. A great orientation should be a mix of the following:

- Introductions – Who are the people in the room and why are they here?
- What are the practical aspects and protocols of being a board member? [What are the frequently asked \(as well as unasked\) questions?](#)
- [What are a board member's legal duties and role?](#)
- What's the current state of the association or foundation, and how has it changed in the last 3-5 years?
- What are the organization's key programs?
- [What are the board's expectations of its own performance for the year?](#)

While most new board members' questions will fall into one of these areas, it's worthwhile to ask if there are specific things board members want to know. Finally, ask returning and outgoing members what they wished they would have known coming onto the board. Collectively, those responses will give you a terrific foundation for your session.

2. Who should attend?

Often, orientations are for new members only. Granted, members' time is at a premium, and it's difficult enough for board members to make time for meetings. However, orientations that don't include the entire board are a lost opportunity. Why? One of the most important outcomes of an orientation is a simple one: board members walk away feeling more comfortable with one another. Group dynamics shift with every new board member. A higher level of collegiality and trust makes the exchange at board meetings more vibrant and conflicts easier to manage. Use the orientation to build the group's comfort with itself and foster a shared identity.

3. How can we avoid a parade of talking heads and make the session more interactive?

The orientation should make use of every opportunity to foster discussion and interaction among the participants. Here are few practical suggestions:

- Don't gloss over the [introductions](#); ask each person a question about their interests or experience with the bar, or do an icebreaker
- [Make the basics fun](#); turn some of your key financial and program benchmarks into a game or competition
- Don't preach on the administrative stuff: refer to the manual and walk through the table of contents. Explain why processes are in place so that they make sense. Use returning board members and officers to present the information
- Since new (and sometimes returning) board members may be unwilling to ask sensitive questions about board practices, ask an experienced board member to [anticipate what some of those questions might be and engage in a Q&A with the group](#). Alternatively, pair each new board member with a board mentor
- Break into small groups to foster discussion on a topic or question; individuals tend to be more creative and candid in smaller groups
- Reserve time for a closing exercise or question; ask participants what surprised them most about what they learned, or if they have questions that didn't get answered
- Board members are ambassadors; be sure that, by the close, all board members have a compelling story to tell about the organization
- Consider using an [outside facilitator](#) to manage the conversation

4. Why do we typically think about orientation as just one event?

We still may be able to bump up the value of our orientations, but we also need to acknowledge and embrace the fact that educating the board is a continual process. One two-hour session isn't going to be a silver bullet. So, what are some of the best ways to integrate ongoing education into the board's activities?

Former Executive Director Alex Lagusch often described Columbus' "just-in-time" approach to orientation. When an issue was placed on the board's agenda, the leadership would add ten or fifteen more minutes to describe the history or context of a particular issue. Having the context attached to actual discussion and/or a decision made the information much more concrete for participants.

Other strategies bar associations and foundations employ for ongoing board education include:

- Explore the costs and impact of one major program or cost center at each board meeting
- Catalog current and past bar programs and services to provide a more comprehensive view of the bar's efforts. ([Idaho's example](#).)
- Invite outside speakers to present on trends and best practices
- Circulate articles of interest
- Take time at board meetings to explore [provocative questions](#) that don't need an immediate answer
- Use the executive director's report to convey important program or benchmark information
- Conduct quarterly [board evaluations](#) based on expectations set by the board, and discuss the results
- Ensure your board is receiving and reading [BoardLink](#)

5. Who's responsible for the board's education?

While the executive director should be a partner in any board education effort, the board ultimately should take responsibility for its own learning. Consider creating a small board committee – some organizations call it a governance committee – to collaborate with the staff on the board orientation and ongoing education process.

Finally, let's be sure we're sharing the wisdom from our own trial and error. Please share any strategies you use at your bar association or foundation that are especially successful. We'll share your comments in the next issue.

Tales from the Boardroom

We're delighted to share this Blue Avocado article that addresses a perpetual question among our bar association and foundation boards. If you're not familiar with [Blue Avocado](#), it's a resource that's well worth a look.

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What to Do with Board Members Who Don't Do Anything

By Jan Masaoka • August 31, 2009

"He never comes to meetings or does anything. Why does he even stay on the board?" "She always says she'll take care of it and then she doesn't follow through. Aaagh!"

Whose responsibility is it to "do something" about a board member who is AWOL, deadwood, undependable, a procrastinator, or worse? Regretfully the answer is: Yours. If you're the board president or an officer, you have a special role, but every board member has a stake - and therefore a responsibility - in all members being active. In some cases you may need to talk with the executive director about improving the way he or she works with board members. If you're the executive director, you may need to discuss the situation with board leadership.

You must do two things in the case of a board member who is not participating. First, you must do something. The problem is likely only to get worse, and nonparticipating board members have a demoralizing impact on even the best of boards. Second, be confident and hopeful. Many board members just need a little reminder to be more conscientious, and others will be grateful that you've given them a graceful way to relinquish tasks or even leave the board. Things will work out.

Short-term strategies

- Check to be sure that expectations were made clear to the board member before he or she joined the board. "I know you joined the board recently and I'm not sure that you realize that we ask all board members to attend the annual dinner and, hopefully, to help sell tickets. Let me explain to you what most board members do, so you can see whether you'll be able to work on this with us."
- Hold a board discussion at which expectations are reconsidered and reaffirmed. Agree on a list of minimal expectations for every board member, and ask people to suggest how they might individually help as well.
- Be sensitive to possible health issues or personal reasons why a good board member isn't participating as much as he or she has in the past.
- Transfer responsibilities to someone else. "I'm concerned about finishing the revision of the personnel policies. Since you're so busy, maybe it would work out for the best if John took your notes on the policies and developed a first draft."
- Together with the board member, explore whether he or she really has the time right now to be an active board member. "I'm calling to check in with you since you haven't been able to make a meeting in the last several months. Are you temporarily a lot busier than usual? We really want to have your participation,

but if it isn't realistic, perhaps we should see if there's a less time-consuming way than board membership for you to be involved."

Longer-term strategies

- Make it possible for individuals to take a leave of absence from the board if they have health, work, or other reasons why they cannot participate fully for a while. An individual can, for example, take a six-month maternity leave or a disability leave.
- Have a board discussion or conduct a written board survey on what makes it difficult for people to participate fully. "Are there things we can change about the frequency, day, time, or length of board meetings that would make it easier for you to attend?" "Are there things about the way that board meetings are conducted that would make it easier for you to attend or that would give you more reason to want to attend?"
- Consider whether board participation is meaningful to board members. Have lunch with semi active members or the executive director: "I'm sensing that board participation just isn't as substantive or significant as some board members want it to be. What do you think are the reasons, and what do you think we can do to make board membership more meaningful?"
- Revise what is expected of board members. Perhaps responsibilities have been given to a board member that are unrealistic for any but the super-board-member. Reduce the number of committees and utilize short-term task forces instead. Redesign jobs and responsibilities to fit the ability of a busy achiever to accomplish them.
- And what if you are the one who isn't as active as you had expected to be? Fix the situation either by going to the next meeting and committing yourself to something big, or by calling the board chair and explaining that you're just too busy to be a good board member, and you'd like to part ways on good terms.

And what if you are the one who isn't as active as you had expected to be? Fix the situation either by going to the next meeting and committing yourself to something big, or by calling the board chair and explaining that you're just too busy to be a good board member, and you'd like to part ways on good terms.

This Quarter's Best Board Practice

Create a board vision for the year by asking: "At the end of the year what do we hope to have accomplished?" This creates an operational plan that can flow from the organization's strategic plan. Not only does it reinforce the strategic plan, it builds buy-in from new members. If you don't have a strategic plan, have the group identify and anticipate key strategic questions or issues the board will be dealing with over the coming year. Set expectations and periodically evaluate how the board has performed.

Write me at jennifer.lewin@americanbar.org with your bar's good practices and suggestions. We'll share them in the next issue.

Other Board Resources

About Board Leadership:

- Barbara Miller and Jeanne Bergman, "[Developing Leadership on Boards of Directors](#)"

About Board Effectiveness and Roles:

- [Frequently Asked & Unasked Questions from New Board Members](#)
 - [A Good Board Member](#)
 - [New Bar President and Members of the Board excerpt](#)
 - ["Whose Job Is It?" Quiz?](#)
 - Hildy Gottlieb: [Board Effectiveness Quiz](#)
 - Hildy Gottlieb: [Ongoing Board Education: Ensuring Board Members Have the Knowledge They Need](#)
 - [Board Evaluation](#)
 - [ABA Division for Bar Services Governance Resource Page](#)
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Other Resources:

- Provocative questions to ask board members (excerpted from Chait, Ryan and Taylor, *Governance as Leadership*):
 - What three adjectives or short phrases best characterize this organization today?
 - What do you hope will be most strikingly different about this organization in five years?
 - What will be most different about the board or how we govern in five years?
 - What headline would we most/least like to see about this organization?
 - Introductory questions:
 - What's your greatest contribution to board service? What do you bring to the table?
 - If you weren't a lawyer, what would you most like to do?
 - What's the most meaningful experience you've had with the bar?
 - Alternative ways to present organizational information
 - [Louisiana State Bar Association Board Jeopardy](#)
 - Organizational BINGO. Each person has four questions relating to mission, strategic plan, finances, programs, and has to go around the room to talk to other board members to find the answers. The person with the most correct answers wins.
 - Staff/Volunteer Roundtables. Set up roundtables relating to individual bar programs or priorities, and ask a staff member and volunteer leader to lead a 2-minute overview and then take questions from new/returning board members. Have leaders switch tables every 10-15 minutes.
 - Current and past program inventory. ([Idaho's example.](#))
 - Organize one-on-one meetings with new board members and the executive director and president
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Your Feedback

Click [here](#) to tell us what you think about this edition of *BoardLink*.