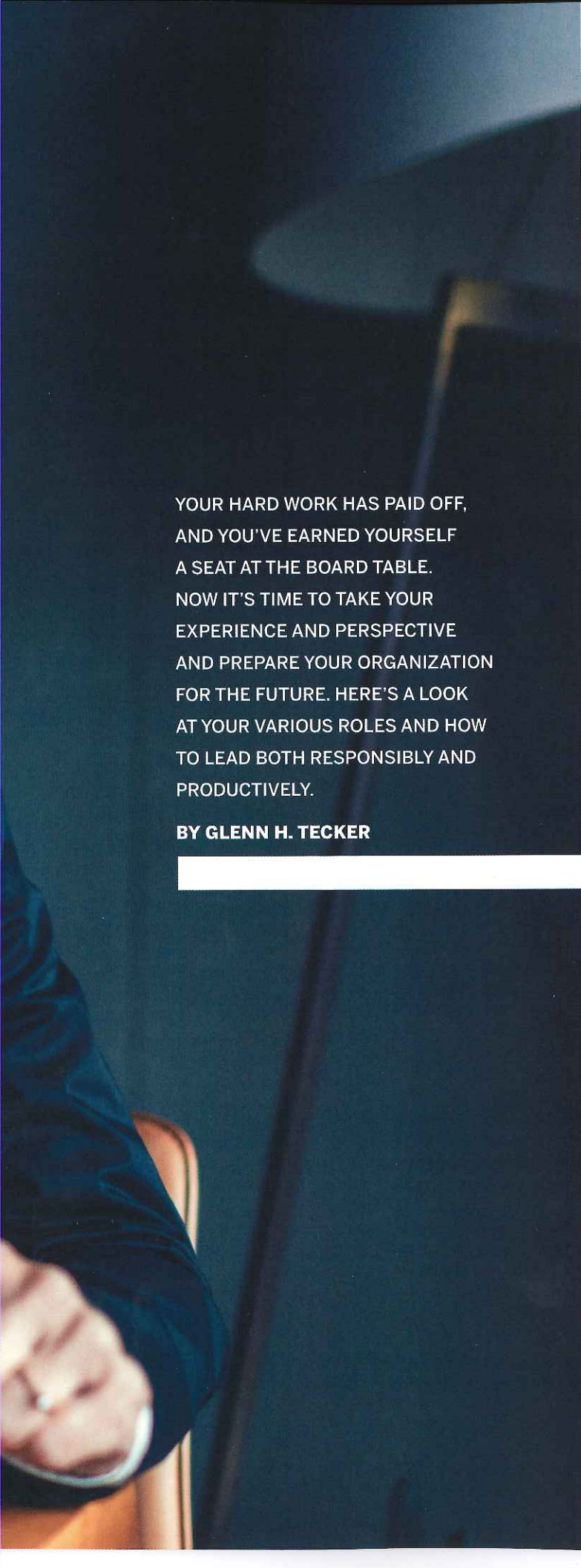


# THE ROLE OF TODAY'S BOARD MEMBER





YOUR HARD WORK HAS PAID OFF,  
AND YOU'VE EARNED YOURSELF  
A SEAT AT THE BOARD TABLE.  
NOW IT'S TIME TO TAKE YOUR  
EXPERIENCE AND PERSPECTIVE  
AND PREPARE YOUR ORGANIZATION  
FOR THE FUTURE. HERE'S A LOOK  
AT YOUR VARIOUS ROLES AND HOW  
TO LEAD BOTH RESPONSIBLY AND  
PRODUCTIVELY.

BY GLENN H. TECKER

### FIRST OF ALL, CONGRATULATIONS.

You've been elected to your organization's board of directors. You now have a responsibility not only to serve, but also to serve well.

If you're a new board member, you may be surprised to learn you have no individual authority. That's right: Even though you have individual responsibilities and legal duties, in an association—perhaps unlike other organizations you may be familiar with—authority is vested in the board as a body. That means a board can delegate responsibilities, but it cannot delegate its collective authority.

To understand the role of a board member, it's first necessary to understand the three basic roles of the board:

- To approve the outcomes to be pursued based on informed consideration of opportunities and challenges
- To ensure that the resources needed to achieve desired outcomes are available and used effectively
- To monitor progress and cause adjustment to strategy and policy in response to changes in the environment or experience in implementation

By keeping these roles in mind, you'll be able to successfully and responsibly navigate your board term and your role as a board member.

### DUTIES DEFINED

The principal legal requirements that apply to nonprofit boards reflect the premise that the board is ultimately responsible for the organization. Because associations are corporations, the board has three legal obligations—fiduciary duties—that depend on the actions of individual members to meet standards of personal conduct on behalf of their organizations.

**Duty of obedience.** This requires each board member and the board as a body 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 care.** This means that the board and each member must

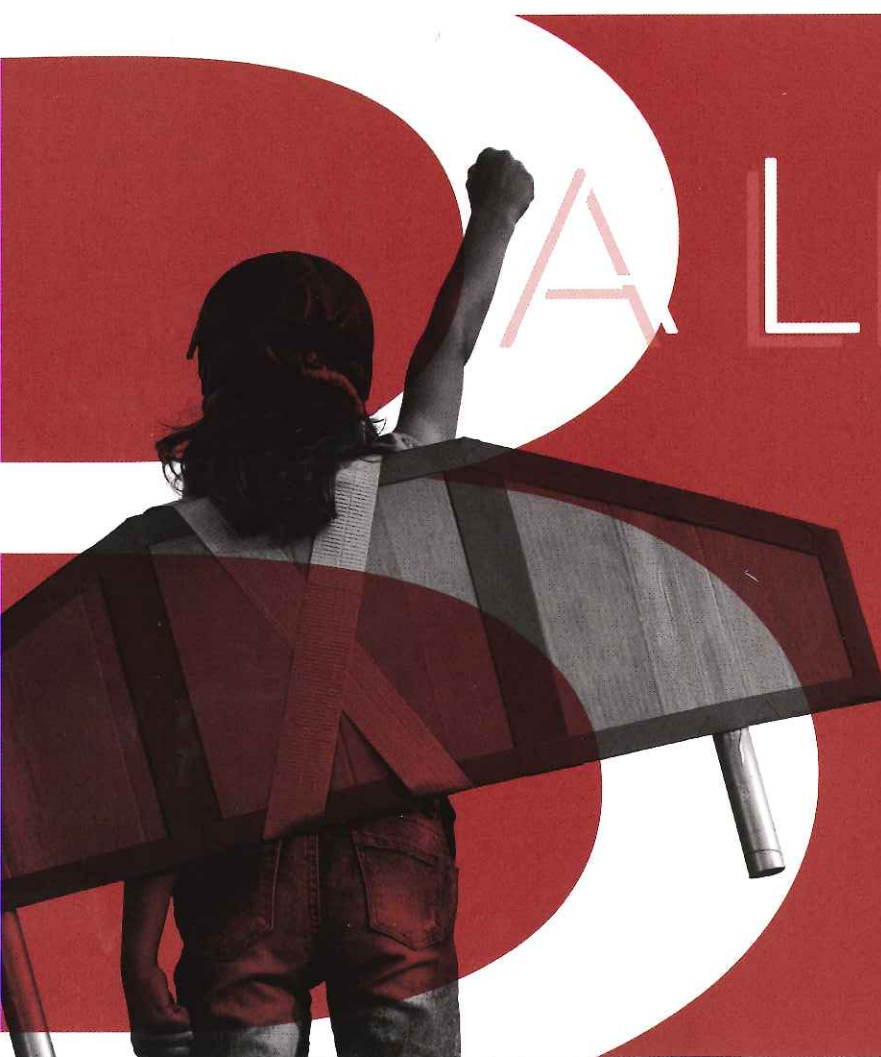
be informed and ask questions. The duty of care describes the level of competence that is expected of board members and means that they must exercise reasonable care when making a decision as a steward of the organization. It also requires that the board demonstrate due diligence in its decision making. Thinking with foresight, testing assumptions, exploring options, and ensuring that the board has the information it needs to make

a confident decision are all dimensions of board members' shared roles related to the duty of care.

**Duty of loyalty.** This requires every board member to show undivided allegiance to the organization's welfare. It's 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 and must act in the best interest of the organization. Board members also are expected to comply with policies regarding code of conduct and ethical behavior. (Read more about legal duties and ethics elsewhere in this guide.)

An association board member's role is often complicated by the dual desires to represent a constituency and to fulfill the legal requirement to act in the interest of the association as a whole. Most association boards are purposefully composed of individuals representing the variety of perspectives present within the membership

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Like board members of any recognized corporation, those serving an association have a legal obligation to think and decide on the basis of what is in the best interest of the organization whose seat they are occupying. The conundrum is: Whose interests do you represent? Are you faithful to the constituency that sent you or the association as an enterprise?

Navigating the inherent tension between these two equally well-intentioned commitments requires an understanding of the difference between the roles of being “representative for” and “representative of.”

If board members believe they are “representative for,” they see themselves as the elected representatives of a particular constituency. They voice only the interests and opinions of that constituency and vote only on behalf of that constituency’s interests.

Board members who view their role as ensuring that the views, beliefs, values, and interests of the constituencies they know the best are on the

table as part of the conversation are “representative of.” They vote on behalf of the best overall interests of the organization.

### BOARD ROLES

As mentioned earlier, the board has three basic roles, which translate into the roles and competencies of individual board members.

First, the board approves organizational direction. Key elements of this role include engaging in strategic thinking and planning with staff; setting the organization’s mission and vision for the future; establishing organizational values; and approving strategic, operational, and annual plans.

Second, the board ensures necessary resources. Key elements of this role include hiring capable executive leadership, ensuring adequate financial resources, promoting a positive public image, and ensuring the presence of a capable and responsible board.

Third, the board provides over-

sight. Key elements of this role include overseeing financial management, minimizing the association’s exposure to risk, measuring progress on the organization’s strategic plan, monitoring programs and service effectiveness, providing legal and moral oversight, and evaluating the chief executive officer and board performance.

An often-repeated principle is that the board’s role is to govern but not manage. Effective governance requires that each board member understand the difference between oversight and supervision.

If board members are paying attention to the outcomes to be accomplished and causing change to occur when unsatisfied with progress, they are engaged in oversight. Oversight is a tool of leadership, and leadership is the role of the board. However, if board members are paying attention to the details of what is being done and how it is getting done, they are engaged in supervision. Supervision is a tool of management. In an associa-

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tion, management is the role of staff and sometimes, in smaller organizations, committee chairs.

### ROLE COMPETENCY

To fulfill these roles, board members collectively participate in four key decision-making processes:

- Research: gathering, interpreting, and utilizing information
- Strategy: envisioning the future, determining desired outcomes, assessing choices, selecting commitments, and setting priorities
- Policy: taking public positions and setting guidelines for operations
- Resource allocation: deciding how fiscal, human, and intellectual resources will be invested

Board members have a responsibility not only to understand how these decision-making systems operate in their associations but also to ensure that they are functioning effectively. Effective use of these decision-making systems is dependent on individual board members exhibiting six essential attributes:

- 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
- The ability to think strategically and analytically and to effectively communicate thoughts and the reasons for decisions made
- Possession of earned respect of other key stakeholder group members
- Demonstrated understanding of the differences between oversight and supervision
- Earned reputation for emotional maturity, personal integrity, and honesty
- Demonstrated familiarity with the body of knowledge related to both the process for which the group is responsible and the subject area within which decisions will be made

How board members fulfill their roles is as important as what roles they fulfill. Understanding board


norms related to roles and behaving in accordance with those informal policies are essential to sustaining a board experience that is successful, rewarding, and enjoyable. "Norms" are the bridge between policies and rules. In effect, with norms, the board is saying to each member, "This is what we normally expect to see happen as you fulfill your roles."

Examples of relationship norms include contributing ideas and solutions; treating board members and staff as equal partners in discussions, while recognizing the board's ultimate authority to determine policy and strategic direction; and personally supporting and protecting a leadership culture that celebrates the value of diversity in perspectives.

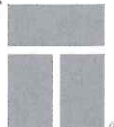
Conflict-management norms include acknowledging valid points made by other members, not dismissing any reasonable idea without exploring it, and encouraging effective dialogue before making decisions by asking questions that encourage exploration.

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## Look Ahead

An association has many parts, and each has a different role to play. As a board member, it's your job to make sure every part is headed in the same direction. That's where strategic planning comes in. Here's how it's done, in five basic steps:

**ENVIRONMENTAL SCAN.** You begin by taking a look at the environment in which the organization and its members are functioning. You'll look through three lenses: current conditions, trends, and assumptions about the future.

**IDENTITY.** With that understanding of the context in which you're working, you then articulate the organization's identity. This has two parts: core purpose, a statement of the fundamental reason the organization exists, and core values, a statement that describes how the organization needs to behave in order to fulfill its core purpose.

**DIRECTION AND GOALS.** Next, you move on to a discussion of direction and articulate a set of goals. In strategic planning, goals are statements that describe the outcomes you are trying to achieve. Goals begin with who will benefit from this work (for example, "Members will..." "The public will..."). For each goal, you establish a set of objectives, which always begin with a word that indicates direction (such as "increase" or "decrease").

**STRATEGY STATEMENTS.** These describe the kind of work the organization needs to do to get from where it is to where it wants to go. You also need to consider alternatives, because the essence of strategy is having choices. You then pick the path to take based on what you know about the external environment, the organization's core competencies, and your judgment about which course of action will lead you to achieve your external and internal visions.

**IMPLEMENTATION.** For each of the high-priority strategies, an action plan is created. The plan lays out what will be done, in what order, by whom, by when, and using what resources. After implementation, the board, CEO, and staff need to be able to answer two questions with confidence: Are we following the plan, and is the plan working?—**G.T.**

Board members should also exhibit decision-making norms, such as making judgments by consensus to move discussion forward, documenting decisions by formal vote, testing for consensus, and not staying silent if the member cannot support a particular decision.

Remember, every association was constructed for the same reason: A group of people discovered that there were outcomes of high value that it could better accomplish together than alone.

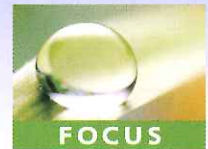
An association board member's role is best understood in the context of an organization designed for that purpose. Inherent in the

nature of association governance is shared accountability for achievement of common purposes—and inherent in shared accountability is the need for a structure, process, and culture that supports informed collaboration in the pursuit of common good. Good luck on your board journey.

**GLENN TECKER** is chairman and co-CEO of Tecker International LLC, primary author of *The Will to Govern Well*, and lead instructor for ASAE's Symposium for Chief Executive and Chief Elected Officers. Email: [gtecker@tecker.com](mailto:gtecker@tecker.com)

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