



# Chairing a Board Meeting

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Although presiding over directors' meetings is not the only role of a president or board chair, it is certainly the most visible and arguably the most important volunteer role in a non-profit organization<sup>1</sup>. Chairing can also be a challenging job to do well and therefore a difficult board position to fill. The following is intended to eliminate some of the mystery about this role and offer some tips on how to chair more effectively.

The chair is instrumental in helping create a culture for meaningful board deliberations. There is no one best approach or set of natural talents associated with facilitating meaningful dialogue by a group. The chair's meeting role requires neutrality, openness to all ideas and perspectives as well as facilitating the meeting so that all voices are heard. The most important asset a chair brings to this work is a belief in the wisdom of the board and a clear sense of the board's governance role.<sup>2</sup>

It is important to remember that the work of the board differs over the life of an organization and that not every board meeting presents the same facilitation challenges. Different skills are required if a wide range of ideas need to be generated and explored, or a problem solved, a difficult choice made, or whether the matters before the board are new or occupy familiar territory.

As a *process facilitator*, the chair must have confidence in the group and work at bringing out the best in every individual director. This requires some familiarity with the individuals around the board table and an ability to step back from the content of discussions, to see the board in action, and frequently take a "helicopter" view of what is happening in the moment.

## MEETING PROCEDURES

Effective board meetings usually rely on some rules or norms, and are seldom discussed, let alone written down as a guide for the chair and secretary. You will want to insure that the following are talked about and agreed upon and regularly revisited by the board:

*Formal meeting practices:* Most familiar to people who have served on boards are those practices known generally as parliamentary procedures<sup>3</sup>. Primarily this has to do with employing formal motions to clarify particular decision items before the group. Boards need to decide what decision items require formal motions and what matters can be handled more informally<sup>4</sup>. Formal meeting practices are useful for focusing discussion and making clear decisions on important matters. However, they are not helpful tools when the board's collective thinking processes are in need of creativity, when the task is to generate ideas, consider community trends or explore strategic directions.

*Decision-making rules:* As chair you must know, and the whole board should know, how they want decisions to be made in normal circumstances. Will the preferred decision-making rule be majority vote, consensus or unanimity?<sup>5</sup> Groups that favour consensus processes on all or some matters should talk about what this really involves in terms of the meeting and chairing practices.

*How much chairing:* Effective boards need to articulate what they expect from their chair in facilitating meetings. As chair you may want to ask: "When does the board want me to exercise a firm hand in getting us through our meeting agendas and when should I let go of it? How active do you want me to be in keeping us on task? How active should I be in ensuring that no one director dominates or that everyone has an opportunity to be heard?"

*Group dynamics:* The chair's job is easier when boards make a collective commitment to one another to good meeting practices, norms or ground rules. Such a discussion, facilitated by the chair, will usually produce a list like:

- ┆ Listen actively
- ┆ One person should speak at a time
- ┆ No side conversations
- ┆ Questions are as valuable as answers
- ┆ Link or build on each other's ideas
- ┆ Encourage everyone to speak
- ┆ Keep the discussion on track (pay attention to agenda and time)

**Effective chairs seek to draw out board members by asking direct questions of the whole board as well as of individual directors**

The board meeting ground rules can be written down and distributed and the chair may want to review them occasionally as a reminder of the importance of process.

### PREPARING FOR MEETINGS

As chair you must come to the meeting well prepared. You will need to spend some time in advance:

- ┆ Preparing or reviewing the agenda in consultation with the CEO and other executive committee members
- ┆ Thinking about which items require real deliberation by the board and which ones do not
- ┆ Identifying time guidelines for each agenda item, in part to balance reporting and discussion time. Some boards adopt a "consent agenda" to free up time for longer discussions
- ┆ Determining whether an item is tied to an existing policy or might require a new policy
- ┆ Contacting other board members about presenting or taking the lead in discussing certain agenda items

Before the meeting you may want to prepare yourself as well. Be aware of your own agenda and other things on your mind that can interfere with your ability to listen to others and enable the discussion.

### SETTING THE MEETING CLIMATE AND GOALS

Many groups find it valuable to start board meeting with some community or team building. A personal "check in" is often useful<sup>6</sup>. At the outset you may also want to communicate a sense of the importance of the meeting or of particular matters before the group. Setting the meeting climate is accomplished by:

- ┆ Welcoming the group
- ┆ Initiating a round of introductions (and check-in) if new people are present or if the group is still getting to know one another
- ┆ Identifying major discussion and decision items
- ┆ Reviewing the agenda and time guidelines, modify the agenda if required and seek its adoption
- ┆ Reminding the group of the meeting ground rules

## ENCOURAGING FULL PARTICIPATION AND OPEN DISCUSSION

There are times in almost every board meeting when you want everyone to be engaged in the conversation. Certainly this is the case when the group is considering a major decision and you want an uninhibited flow of ideas and concerns.

It is seldom enough to simply throw open the discussion and hope that people will start talking or that the most valuable contributions will somehow automatically emerge. Effective chairs experiment with framing the discussion, mainly by suggesting a particular deliberative approach. The chair can do this by:

- ┆ Asking about the specific outcomes hoped for by embarking on a particular course of action
- ┆ Asking members to help identify pros and cons, hopes and fears, or opportunities and challenges in relation to a particular proposal
- ┆ Initiating a round of brainstorming about solutions
- ┆ Calling on board members to describe their relevant experience in other organizational settings
- ┆ Initiating a “go around”, that is, an opportunity for all board members to speak briefly to the item

**Asking the directors to take five minutes to write down their individual thoughts and ideas before opening or reopening the conversation encourages both listening and speaking**

## ENCOURAGING DISCIPLINED AND FOCUSED DIALOGUE

Sometimes the board’s conversation needs to be focused in order to move the group towards a decision. As chair you can do this by:

- ┆ Summarizing the discussion at different points
- ┆ Offering a clear question to be answered by the group (a motion may help if a proposal or recommendation is appropriate)
- ┆ Setting time limits on individual comments and total time
- ┆ Calling for a concluding “go around”

## KEEPING THE GROUP ON TRACK

Board discussions can get off track easily. There are at least two common reasons why this happens:

- ┆ Board members are unsure of the board’s role in the matter
- ┆ Directors have different learning orientations or styles

It is common for board discussions to slide into areas or levels of detail that are not the board’s responsibility. It may be a management or operational issue or a committee responsibility. Here, the chair’s understanding of the board’s role is critical. In the absence of a common understanding, or where the responsibility for a particular matter is not clear cut, a chair can always ask: “is this a board responsibility?” or “is this a matter the board can delegate?”

Board discussions can also feel they are getting off track when board members are at different stages in their own understanding and problem-solving. People have different learning styles. Some people are inclined to want to think things through, others are keen to take action and learn from it.

Good governance requires both. As chair you may want to suggest that the situation be discussed in 4 or 5 sequential steps:

1. Problem or issue identification
2. Understanding and analysis (broadest part of the deliberation)
3. Generation of options going forward
4. Option evaluation
5. Decision-making and responsibility to act

## ENSURING THAT ALL POINTS OF VIEW ARE HEARD

Because the chair's job is to tap the wisdom of the board, all points of view need to be brought to bear on important decisions. Developing your own, and the board's capacity, to accept some constructive tension on an issue will be important from time to time. Often there is much to be gained by exploring minority views. To do this effectively, the chair, after articulating what seems to be the dominant view, can:

- ┆ Ask if anyone feels differently about the matter? (The chair should make it possible that a single minority voice can easily be joined - often if there is one such view, there are others)
- ┆ Ask if anyone has any reservations about the proposed course of action and what might they be
- ┆ Ask the minority, one-by-one, what they need to come along with the majority
- ┆ Find out if the majority is willing to do what is required to bring the others along
- ┆ Try to reframe negative comments to positive ones ("If you feel that will not work, what do you think will?")
- ┆ Inquiring about similarities amongst competing ideas

## SUMMARIZING, EVALUATING AND CLOSING

How well meetings end is as important as how they begin. Summarizing is an important skill throughout board meetings and a useful one at the end. The chair may want to close with:

- ┆ Acknowledgement of the work done (some figurative "high fives")
- ┆ A summary of major decisions and action items and who is responsible
- ┆ An assessment of the meeting (asking what went well and how the board can improve its meetings)

<sup>1</sup>Caution should be exercised in expanding the role of the chair beyond those tasks that are reflected in board meetings and other governance deliberations such as preparing for meetings, coaching individual directors and enforcing codes of conduct. It is fairly common to designate the chair as an official spokesperson for the organization, often alongside or in the absence of the CEO.

<sup>2</sup>See the qualities of effective and ineffective board chairs by Yvonne Harrison in "The Best and Worst of Board Chairs in the "Board chairs" key resource section of the ICD's NFP Director Resources portal

<sup>3</sup>There are lots of websites outlining long and short versions of Roberts Rules of Order (US) or Bourinot's Rules of Order (Canada). Do a search for "rules of order" or "parliamentary procedure".

<sup>4</sup>Formal decisions moved and seconded and voted upon are recommended for the approval of a budget, adoption of a policy, a decision to take legal action, a decision on the use of financial reserves or the formal adoption of a strategic plan. Motions are typically used to propose specific decisions or actions and can be a valuable meeting tool when a specific proposal needs the scrutiny that argument for and against can sometimes provide. Motions are not useful at the front end of a problem-solving discussion that requires brainstorming and evaluation of ideas or options.

<sup>5</sup>Consensus can be understood as the process of reaching agreement, unanimity as the outcome of a vote showing that all members are agreed. There are resources on the Internet on consensus decision-making. One good example is from the organization Seeds for Change in the UK. <http://seedsforchange.org.uk/consensus.pdf>

<sup>6</sup>A board member "check in" requires a specific question or two and a moment to reflect before people begin speaking. The questions should be designed to help people get to know one another better or reveal something about their emotional energy level. The chair should participate in this exercise, perhaps even starting it off.

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This publication is adapted for ICD by the author. A similar version is on his website [www.governinggood.ca](http://www.governinggood.ca) and was previously found on the website of the Dalhousie University College of Continuing Education.

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