



# Briefing Note

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## Redesigning a Board Meeting

### *A Case Study: The Uplift Youth Development Agency (UYDA)*

#### Introduction

Many chairs and CEOs face the practical challenge of using *Governance as Leadership* concepts to support more robust board dialogue around the most critical issues facing their organization.

This briefing note presents a hypothetical example (The Uplift Youth Development Agency, or UYDA), which is based on several real cases. In each case, a board self-assessment had revealed that board members were dissatisfied with the quality of their deliberations: They felt they were not using their time effectively, not tackling the truly consequential issues, and not engaging in the type of candid exchange that probes the critical assumptions underlying their strategic options. The self-assessment, and resulting openness to new practices, in effect authorized the board chair and CEO to propose novel board-room practices that, precisely because they differed so much from the board's prior routines, initially felt somewhat contrived or uncomfortable.

In all of these cases, creating a mandate for change, whether through a self-assessment or other means, proved as important as any of the new practices described below.

#### This briefing note has four parts:

- A summary of the issues UYDA needed to explore at its next meeting and its process for doing so;
- An example of the organization's typical board agenda;
- A prototype for a new board agenda reflecting new practices; and
- An annotated agenda explaining in more detail how new practices would be combined to produce a different quality of deliberation.

This briefing note is offered to complement and integrate some of the strategies and concepts described in *Governance as Leadership: Reframing the Work of Nonprofit Boards*, by Richard P. Chait, William P. Ryan, and Barbara E. Taylor (New York: John Wiley & Sons, 2005), and will be most useful to those with a knowledge of the ideas presented there.

## The UYDA Situation

This 25 year old organization had for nearly as many years operated its South Side after-school and summer program for children at the edges of its community. The program – housed in a small facility with a gymnasium, several rooms used for gymnastics programs, and outdoor playing fields and basketball courts -- was run on land donated to UYDA by the city government at a time when the surrounding neighborhood was economically distressed and home to many disadvantaged families.

Since then, gentrification had increased land values exponentially, displaced the lowest-income families, and ushered in a new generation of relatively affluent households with young children, many of them now enrolled in UYDA's program.

UYDA's CEO, along with some on his management team, were beginning to think about selling the property – acquired at no cost but now valued at several million dollars – and using the funds to support facilities or programs for more disadvantaged children. Some of UYDA's board, which now included several active fundraisers whose children were enrolled in the after-school program, would undoubtedly oppose such a move.

Both UYDA's chair and CEO were worried about how to engage the board in deliberations on the topic, and not only because of the board's split allegiances. The last time an issue of such import had arisen, the CEO had crafted a proposal that he vetted carefully with the most influential members of the board, only to find that the board discussion itself was fractious and divisive. His proposal was approved, but in its aftermath, many board members, including even some who had supported the decision, came to regret their support and what they now viewed as their hasty decision-making process.

The CEO felt bruised and underappreciated for bringing what he thought was a proposal with great merit to the board, only to be criticized for "steamrolling" by those uninvolved and for weak political skills by those who supported his proposal during the vetting.

It was against this backdrop, and after learning about some of the *Governance as Leadership* approaches to support better deliberations that UYDA's chair and CEO decided to take a new approach.

1. ***The CEO's introduction of the issue.*** The CEO raised the issue of the program in the context of the board's ongoing review of its strategy, stating he was concerned that while the program was generating impressive revenues, it was not serving UYDA's target population as it once did. In other words, he advanced his initial thoughts 'high on the generative curve,' before committing firmly to a point of view. While he did in fact have an initial preference, he was not firmly committed to a proposal for which he was seeking board approval. Thus he was genuinely open to board members' views, interested in engaging them, and less inclined to 'handling behaviors' – off-line lobbying, persuasion, and coalition building – aimed at ensuring that his views prevailed. He was more disposed to 'engaging behaviors' – enlisting board members as thought partners to identify the key issues associated with the facility. After some discussion, the board decided the issue did merit their careful deliberation. At this early, high-curve point, they were merely 'deciding what to decide' by electing to explore the issue. No opinions about the ultimate disposition of the issue were solicited or offered.
2. ***The board's decision to act – via a task force.*** After some discussion, the board accepted a proposal to form a task force to work with senior management on investigating the issue. The chair encouraged assigning the issue to a task force rather than a standing committee for several reasons. Members would be highly motivated by a well-defined, compelling assignment. They would be empowered to take a strategic view of the issue (which, for example, a facilities committee accustomed to thinking about property conditions and values might not). And their intense work would be rewarded with a clear decision,

followed by dissolution of the group. (Importantly, task force members were not appointed *during* the meeting, when the most partisan members with preconceived views are often the most eager to volunteer. Instead, the Chair asked interested members to identify themselves and explained that he would appoint members shortly after the meeting. Later, he and the CEO considered which mix of talents and views would make for the most thoughtful and constructive task force. Members were then recruited. The few volunteers who were not appointed were thanked and invited to observe any of the task force meetings.)

3. **Tasking the task force.** Instead of merely instructing the task force to tackle the issue, the full board engaged in carefully structured preliminary deliberations to generate lines of inquiry and key concerns that the task force should explore. This not only gave the task force 'grist' to work with, it engaged the full board at the outset of an important process. The agenda for that meeting is included, along with an annotated version. In cases like this, the full-board, high-curve discussions often identify a mix of Type I (fiduciary), Type II (strategic), and Type III (generative) issues for consideration.
4. **Iterating the issue.** In tasking the task force, UYDA's chair proposed how the task force and board would interact. Rather than simply deliberate on its own and return with a recommendation, the task force was commissioned to explore and begin better defining the implications of the board's initial thoughts. It was charged with returning to the next board meeting to share its emerging thinking and once more receive input from the board. It was only at a third meeting that it returned with two options and the full board began deliberating. This iterative process prevented the board from lapsing into its habitual committee dynamics: A committee is assigned a piece of work, completes the work and returns to the board with a recommendation, whereupon the board, not having been as closely involved in the issue and fearing to contradict its hard working colleagues of good will, tends to ratify their recommendation without a great deal of discussion. Perhaps less likely in a case of clear import like UYDA's, this dynamic nonetheless threatens full board engagement and robust dialogue, both essential to effective governing.

## Before

**Uplift Youth Development Agency**  
Board Meeting  
January 10, 2007  
7:00 pm

**AGENDA**

- I. Call to order (Chair)
- II. Approval of Minutes (CEO)
- III. CEO's report
  - Launch of new tutoring program
  - Update on city contracting
  - Staff changes
  - Evaluation of North Side Youth Initiative
  - Gala planning
- IV. Finance Committee Report (Finance Committee Chair)
- V. Presentation: Youth Outreach Director (Staff Member)
- VI. South Side Programs and Facility (CEO)
- VII. New Business
- VIII. Adjournment

The agenda has no question marks, a literal indicator of a meeting that may not engage the board adequately.

Minutes and reports could be included in advance written materials or a consent agenda. The CEO's time should be spent less on updating and more on engaging board.

If this presentation is truly important, it should be re-titled to indicate the type of work at hand. The presenter should be coached to present not just information, but a challenge or question raised by the report. The board should be invited to engage with that question or challenge.

As often happens, the most important issue comes late in the agenda with scant indication of what is at issue and right when the board is feeling tired or pressed for time. This topic would be better placed near the beginning of the meeting.

## After

**Uplift Youth Development Agency**  
Board Meeting  
January 10, 2007  
7:00 pm

**AGENDA**

- I. Call to order, welcome, overview of the agenda (Chair)
- II. Consent Agenda (Chair)
- III. Framing the Work of South Side Task Force (Chair/Task Force Chair)
  - *What are the three critical questions the Task Force should explore?*
  - *What will the Board need to know or learn in order to decide on the future of the South Side property and programs?*
  - *Hypothetical: If we did not have the property but instead were considering buying it at its present value to start a program, what factors would we consider in making the decision?*
- IV. Finance Committee Report (Finance Committee Chair)
- V. One-minute essay
- VI. Board evaluation
- VII. Adjournment

The logic and techniques associated with the redesigned agenda are noted in the annotated version.

## UYDA Board of Directors Meeting Annotated Agenda

Time	Item	Process Notes and Guidance
5 min	<b>Welcome and Overview of Agenda</b>	<ul style="list-style-type: none"> <li>• Give participants a quick overview of the agenda</li> <li>• Note that you propose trying some new techniques to improve the quality of board's deliberations</li> <li>• Refer to board's self-assessment as basis for trying new approaches</li> </ul>
5 min	<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• In mailing to board, include guide to consent agenda or summarize how it works. Emphasize that members must be prepared by carefully reviewing agenda items and be responsible at meetings by raising any questions or concerns they have.</li> </ul>
75 min	<b>Framing the Work of South Side Task Force</b> <ul style="list-style-type: none"> <li>• Background on the issues (CEO)</li> <li>• Proposed process for deliberating and deciding ( Chair)</li> <li>• Key questions for discussion in small groups and plenary: <ul style="list-style-type: none"> <li>• <i>What are the three critical questions the Task Force should explore?</i></li> <li>• <i>What will the Board need to know or learn in order to decide on the future of the South Side property and programs?</i></li> <li>• <i>Hypothetical: If we did not have the property but instead were considering buying it at its present value to start a program, what factors would we consider in making the decision?</i></li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• The CEO can refer to background memo provided in advance and briefly mention why this is an issue now.</li> <li>• The Chair can outline the process: desire to deliberate issue effectively; decision to appoint task force (and introduction of members); today's work of identifying the critical issues for task force to explore over time; assurance that the task force will return as its thinking develops -- before it brings a final recommendation to the board.</li> <li>• Ask pre-assigned small groups of 4-6 (max), with designated facilitators and recorders, to meet and develop their initial thoughts in response to discussion questions during 40 min breakout.</li> <li>• Silent Start: Before groups form, ask each member to jot down one thought or question that comes to mind on the topic – either prompted by the discussion questions on the agenda or not. This ensures that everyone is 'primed' for small group discussion and has connected with the issues, at least privately.</li> <li>• When groups reconvene, ask them to present (via flip chart notes). Plenary discussion should be around identification of common themes or compelling outliers.</li> <li>• Flip charts should be taken for transcription and use by task force.</li> </ul>
15 min	<b>Finance Committee Report</b>	<ul style="list-style-type: none"> <li>• If more time for discussion seems warranted, use the time allotted to identify issues of concern and a process for following up and reporting back before or at next meeting.</li> </ul>

Time	Item	Process Notes and Guidance
1 min	<b>One Minute Essay</b>	<ul style="list-style-type: none"> <li>At end of meeting, ask members (anonymously) to use index card to answer the question: If we were to continue this discussion, what would you say or ask next? CEO, Chair, and the Task Force can use responses to identify any unresolved/unaired issues that the task force should explore. This anonymous input can often offer insight to sensitive issues that were not fully aired.</li> </ul>
1 min	<b>Board Evaluation</b> <ul style="list-style-type: none"> <li>Complete quick assessment sheet</li> </ul>	<ul style="list-style-type: none"> <li>For next few meetings and then sporadically after that, use this form anonymously to get real-time feedback to see what you might tweak.</li> </ul>

### Meeting Supplies and Logistics

**In advance:**

- Assign members to small groups of 4-6 each to achieve mix of voices, personalities, views.
- Designate recorder and facilitator for each group and ask them to play role.
- Distribute recorder/facilitator instructions.
- Provide access to BoardSource white paper on consent agenda (free at [www.boardsource.org](http://www.boardsource.org)).
- Ask members of Task Force to be especially diligent in note-taking during small-group report-out.

**On site:**

- Improved space, if possible: better lighting, room with less outside distraction, U-shaped table.
- Flip charts and markers for each small group.
- Blank index placed at each seat before meeting starts.
- Rapid Assessment form placed at each seat before meeting starts.