

Board Chairs and Board Professionals: Partners in Governance

BY DAVID RUBENSTEIN AND RICHARD RIDDELL



TAKEAWAYS

- 1 A healthy relationship between the board chair and the board professional is essential to the successful running of the board, particularly in the areas of education, planning, and communication.
- 2 Board members and the president will clearly see and feel the effects of a poor relationship, such as when meetings fail to be strategic and board members are confused about what is expected of them.
- 3 Learning each other's skills and maintaining a high and constant level of communication with one another can help manage the board so that its members can realize their goal of being excellent stewards of their institutions.

ONE OF US WENT TO DUKE UNIVERSITY, GOT INVOLVED IN government, and now heads a private equity firm. The other went to Knox College, became a professional theater designer, and for the past 10 years has worked with the president and board at Duke. Now we're a team, with one leading and the other managing the 37-member Duke board of trustees. We bring what we've learned separately through our various professional experiences to our collective effort to foster good governance for the university and to build the right atmosphere to enable board members to perform at a high level.



Each of us has worked previously with other chairs and board professionals, and we have seen that each board chair and board professional team finds its own way of working. For some, weekly meetings or conference calls ensure that the board chair stays abreast of what’s happening at the institution. For us, a weekend phone call to catch up on business, and then e-mails throughout the week with short phone calls as necessary, work well to enable us to stay on top of things. At least twice a month, we make certain to hold a conference call with the university president and vice chairs of the board to discuss the latest developments and to plan future meetings.

We both have regular contact with the president, who is the third member of our governance team. At Duke, the board professional has a dual role, functioning as the chief of staff to the president while serving as secretary to the board. This helps facilitate and align the work of the university with that of the governing board. While there is the potential for a conflict of interest—if the board and the president find themselves at odds and each looks to the board professional for support—we’ve found the advantages of the dual role far outweigh the risk involved.

While we would not claim unique insights, and surely do not feel we have perfected the board chair/board professional model, we do think sharing what we have learned might be helpful to others in similar situations. This article encapsulates a number of the lessons we’ve learned and situations we have observed. As we’ve reflected on our work together and on where board professionals most bring value to the board chair and the work of the board, three areas stand out: *education, planning, and communication*. Let’s examine each.

Education

Trustee orientation. In assisting the board chair, board professionals are often called upon to lead the process of introducing new members to their roles and responsibilities. They have the distinct perspective of being part of the daily life of



the institution—ideally possessing good relationships with key administrators, faculty members, and students—and also being integral to the work of the governing board, through close collaboration with the board leadership. Consequently, they are well positioned to envision how new board members might best become

acquainted with their institutions. They can anticipate the questions new members will ask: What is the board really like? What are the issues that the board has focused on in the last year? Where do I park at meetings? In planning the orientation of new board members, experienced board professionals seek to determine what is essential for a new trustee to know and what is best learned over time.

Often the most successful parts of orientation are those that enable a board member to experience the institution. Augustana College makes sure that its new board members attend a class so they can experience firsthand what it’s like to be a student at the college. Other institutions put new board members on a bus and take them around the campus, highlighting the changes that have taken place over the past few years or the building projects that the board is currently engaged in planning or overseeing. Whatever the experience, it’s important to imagine what a new board member needs to know to get off to a good start on the board, rather than just what the board chair or the president might like them to know about the institution.

Continuing education about issues in higher education. Board members bring

a real interest in higher education to their work on boards, but few are true experts in the field. As Bradley T. Sheares, vice chair of the Spelman College board, notes, “Education is a critical component of effective trusteeship, from understanding the mission and strategic priorities of the institution to keeping current with trends across the higher education landscape.” Board professionals often take on the responsibility of continually educating board members about current issues in higher education.

While board members may read the daily newspapers, board professionals comb publications for the latest information about developments in higher education. At Duke, Richard constantly identifies, compiles, and distributes relevant articles and publications to the board. He also invites board members to bring articles to the attention of the board, so that they can help educate their fellow trustees. Every week, trustees send him articles they have read, which are then shared with the rest of the board. This ensures that a variety of points of view are distributed, since different board members read a great many different publications. If additional context is required to help trustees understand how a particular article relates to a topic before the board, the board professional can annotate the list, perhaps with the help of other administrative colleagues. By making education a priority, board professionals help board members develop a knowledge base that allows them to perform at a somewhat more informed level as issues evolve and change from meeting to meeting.

What’s happening on campus. In addition to keeping board members aware of broader issues in higher education, board professionals are good at letting them know what’s happening on campus.



They do this by ensuring that board members get a link to the campus newspaper whenever it is published or by working with their colleagues in the office of public affairs to ensure that a compilation of articles about the institution is distributed regularly to the board.

And while providing such information is important, board professionals are also a source of insider insights into what's happening at the institution. What board member hasn't called (or wanted to call) someone to find out if something he or she has heard is true? Board professionals generally know the answer—or know who does—to most questions board members may pose.

David likes to meet with faculty and students on campus to learn more about what they are doing, the programs with which they are involved, and the goals they have set for themselves. Richard makes sure all such meetings are organized in a timely fashion and helps to prepare the people with whom David will meet. (For some individuals, meeting with the chair of the board can be intimidating.) Both of us follow up after these meetings to see what, if any, actions would be productive and worthwhile.

Best practices in governance. Board professionals take pride in staying abreast of the latest developments in board governance. They know practices at peer institutions, often having well-developed networks of professional colleagues with whom they communicate regularly. When board chairs have questions about what's the best practice with respect to term limits, emeriti trustees, or other issues that institutions share, they can turn to board professionals for help. "Boards frequently face questions about bylaws, charter, or precedent, and the board professional, with knowledge of the history of the institution and practices elsewhere, can guide trustees quickly to the information they need," notes F. Duane Ackerman, former board chair at Rollins College. "They have a powerful data bank." Gathering benchmark data, analyzing it, and recommending options for addressing governance issues is a service most board professionals provide to governing boards.

Planning

Schedule of meetings and events. Board members lead busy lives that are full of

professional and personal commitments. Board chairs often rely on board professionals to plan a schedule of meetings, sometimes years in advance, and to communicate the schedule to the board in a timely manner. Board professionals know when campus events are going to take place, such as commencement, the first day of classes, or homecoming. They are also aware of other events that are important to take into account in planning a meeting schedule, such as religious holidays or annual campus events that may not involve board members but do involve the president and other administrators.

In addition to planning a meeting schedule that facilitates the board's business, board professionals are often a source of ideas for special events. They can help plan special dinners around strategic themes of the institution or identify a



stimulating faculty speaker or an inspirational student performer to complement an important dinner. At Duke, when we wanted to highlight a gift for endowed professorships that supported a strategic focus on undergraduate teaching, we staged a scene from Tom Stoppard's play *Arcadia*, which featured a student and a tutor from the early 19th century. Board professionals typically are in constant contact with colleagues at their institutions who have the potential to enrich or enliven board meetings, and board chairs can clearly benefit from that local knowledge.

Agendas. Good board meetings are generally a combination of necessary business and administrative decisions and strategic forward-looking discussions, with the best meetings having more of the latter than the former. Board professionals are trained and experienced in how the necessary

but routine business of the board can be accomplished effectively and efficiently. In cases where the board professional works closely with the president of the institution, there is a special awareness of which strategic issues are "ready for prime time," which need more development before board action or consideration, and which would benefit from early input from board members and early feedback to the president.

A good meeting agenda has a particular flow, and board professionals are well positioned to orchestrate that flow on behalf of the board chair. David likes every meeting to feature someone at the institution who recently did something extraordinary. Thus, when Duke's Robert J. Lefkowitz won the Nobel Prize in chemistry, we made sure the board meeting started with his appearance so that board members could congratulate him directly.

Work plans. Board chairs who value the assistance of board professionals in shaping agendas may also discover that planning can be extended to a series of meetings throughout the academic year. At Duke, we survey the board at the conclusion of an academic year to discover the key issues that board members want to see the board consider the following year. We then analyze the results and draft a plan for a series of board and committee meetings, which will ensure the essential issues that board members have identified are addressed. This resulting work plan can be revised as new developments and challenges unfold, but the plan keeps our board and its committees focused on what we have agreed early in the year are the institution's main priorities. Chirag Shah, vice chair of the board at Western University in Canada, commented on a similar process at his institution, remarking that the "institutional knowledge the board professional brings by aggregating current and past discussions occurring across various committees prevents duplication of efforts."

Communication

Facilitating timely communication among the president, board chair, and trustees. Board professionals, especially those with joint responsibilities to the president and the governing board, facilitate communication between the leadership of

the institution and the board. Susanne Svi-zeny, trustee and former board chair at The College of New Jersey, has written: “Dur- ing my time as chair of the board, I found that ensuring regular communication with the board professional was essential to my understanding institutional issues, and it had a direct impact on my effectiveness in facilitating the governance priorities of the board.” Board professionals can ensure that a regular method of “touching base” between the president and board chair is established—a method that works for both of their schedules. When a president is moving forward on a project that may eventually require board action, the board professional can suggest when timely communication with the board leadership would be useful for advancing that project. Also, when he or she is aware of issues that concern particular board members, the board professional can provide this infor- mation to the president and board chair,



enabling them to act promptly to manage whatever issue has emerged. When done in a professional manner, the board profes- sional’s facilitating such prompt and infor- mal communication can go a long way toward helping the president and board chair address new issues and potential problems constructively.

In times of crisis, a board professional’s communication role can be particularly challenging. What happens when the president and the board chair aren’t on the same page, because the internal pressures on an issue are pushing the president in one direction and the external pressures are pushing the board chair in the other? Or what about the ultimate nightmare scenario for a board professional—when the board has decided to make a change in

leadership at the institution, but hasn’t yet informed the president? All of a sudden, knowing everything about what’s hap- pening on the board—which in normal circumstances allows board profes- sionals to facilitate effectively the business of the board—becomes not a small burden to bear. In crisis moments, we’ve found it’s essential for the board chair and the board professional to communicate very clearly and honestly with each other and acknowledge the conflict- ing loyalties of the board professional, particularly those who have dual roles with the president and the board. At such times, it’s essential for the board profes- sional to clarify what information from the board chair is appro- priate to share with the president—and vice versa. Institutions will survive; it is important to ensure that the board chair/board professional working relation- ship also survives.

Board members’ point of contact.

When board members have a question, we encourage them to contact Richard’s office, making it the primary point of contact for their communication with the institution. As Mary Sue Coleman, presi- dent of the University of Michigan, has noted, the board professional “is an essen- tial part of the leadership team as she con- nects the governing board members to the academic, research, and service sectors of the institution.” Whether the institutional culture is one in which board members are encouraged to route communications through the president or board chair, or one in which board members are encour-

aged to contact administrators and faculty directly, the board professional knows whom to contact and when to do so.

Presidents or board chairs who want all trustee contacts routed through the secretary’s office benefit from board profes- sionals able to triage calls and messages and handle them in the manner desired by the leadership. And in a more open culture, board members benefit from the institu- tional knowledge of board professionals



who can route their calls or messages to the appropriate person at the institution.

Staff members appreciate this clearinghouse func- tion of the board profes- sional, since they don’t always know what to say to board members with whom they may have had little direct experience.

Managing contacts from the campus to the board.

Rare is the institution that doesn’t have deans, faculty members, or students who want to get a message to a board member. Rarer still is the institu- tion where board members want to receive, unfiltered, all the messages and invitations from various campus constituencies. The board professional manages these commu- nications, consulting with the leadership as necessary, so that board members are neither inundated with information nor deprived of communication that will aid their work as fiduciaries of their institutions.

Conclusion

Some have described board professionals— whose work is often invisible—as people lacking big egos, since a characteristic of successful board professionals is their abil- ity to get along with everyone and remain calm in the middle of the many crises (real and perceived) that arise in working with a governing board. One university president called his board professional “the mystery oil.” Yet beneath their calm exteriors, board professionals typically have strong drives to provide excellent support and assistance to board members in the most intelligent and imaginative way. Sherry Lansing, a regent of the University of California and former board chair, wrote this about the board

The 2014 AGB Workshop for Board Professionals will be held in conjunction with the National Conference on Trusteeship from April 10–12 in Orlando, Florida. See www.agb.org for details.



professional with whom she worked: “Her policy expertise, combined with her unerring instincts and resourcefulness, made my job much easier in countless ways.” Board chairs who have learned the value of board professionals call on them to help build and facilitate the operations of boards that are educated, collegial, and engaged.

Our advice to fellow board chairs and board professionals: Be aware that your healthy relationship is essential to the successful running of your boards. Your board members—and your president—may not always realize how they are benefiting from your strong relationship. But they will clearly see and feel the effects of a poor relationship, such as when meetings fail to be strategic and board members are confused about what is expected of them. Learning each other’s skills and maintaining a high and constant level of communication with each other can help board members realize their goal of being excellent stewards of their institutions. ■

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T'SHIP LINKS: Susan Whealler Johnston, Martha W. Summerville, and Charlotte Roberts. “The Changing Landscape of Trustee and Board Engagement.” July/August 2010. Alice P. Gast and Daniel E. Smith, “Five Keys to Unlocking the Value of Your Board.” May/June 2011. Lyn Trodahl Chynoweth, “Shared Lessons about the Board Chair’s Challenges.” May/June 2011. Merrill Schwartz, “The Expanding Role of Board Professionals.” September/October 2010.

OTHER RESOURCES: *The Role of the Board Professional* (AGB, 2008).

Who Are Board Professionals?

From the early days of nonprofit boards, there has been a need for someone to plan and keep track of meetings and assist board members in their work as overseers of their institutions. Often called the board secretary, this position originally was filled by a member of the board. However, as the responsibilities of governing boards became more numerous and complex, the position grew and developed. Today, the position is generally filled by a board professional who is a member of the institution’s staff or its senior leadership. And the role has evolved from being a secretary into functioning as a true partner to presidents and board chairs in the pursuit of good governance.

Who are the board professionals? Institutions of higher education have a variety of missions, ranging from those that serve local communities and provide vocational training, to liberal-arts colleges that primarily educate young people at the undergraduate level, to large research institutions with complex missions that may include health care.

Different institutions have different needs in supporting board members, although most have at least one staff member with responsibilities for assisting the governing board. Various models are described below.



- Given the original needs of governing boards for staff support—to take minutes and arrange meetings—some institutions continue to benefit from a secretary who works for both the president and the board. This person is a single point of contact for board members, whether they have business with the institution or the governing board. This arrangement is often found in smaller institutions, such as liberal-arts colleges.
- Larger institutions may combine the role of chief of staff to the president—someone who coordinates the president’s priorities and keeps them moving forward—with the board professional role. This has proved to be a particularly effective combination in ensuring that the president’s and the board’s priorities are aligned and moving forward in a coordinated manner.
- Still other institutions have seen value in combining support for the board with the institution’s need for legal support, and in these instances, the general counsel may also serve as the board professional. This arrangement helps ensure that the board’s policies and practices are in accord with federal and state laws and regulations.
- Finally, there are institutions, systems, and foundations where the board professional reports only to the board.

Regardless of the responsibilities that a board professional may hold, his or her essential role is to enhance the work of board members and presidents as they seek to establish a high standard of governance at their institutions.