

## **BOARD CHAIR “NON-NEGOTIABLE” CONSIDERATIONS**

As a product of our latest retreat, we created this as a tool of continuity for various board chairs serving in the role. We wanted to assure that the transitions between different family members and leadership styles did not compromise the flow and standards of our work.

For reference, we are a place-based foundation in southeastern New Mexico and have a staff of 12. Our board is made up of 7 directors (growing to 9 or 10 in the next couple of years) and 5 are currently 3rd generation family members. Only family members serve as board chair at this time and while all of us grew up in the community we serve, none of us live there now.

These are the categories we find best support the work of our particular board and organization:

### **Board Meetings** (“Planning, Facilitating, Following Up”)

- Design agenda (w/appropriate staff)
- Separately design agenda for executive session and determine relevant participants
- Prioritize things that need decisions and set board up for successful conversations around those things
- Monitor flow of meetings and stay flexible around necessary pivots
- Stay attuned to the quarterly needs for each board meeting and work with staff to stay on top of ongoing follow up list
- Use feedback from board and staff to make shifts when appropriate
- Work with staff to coordinate board weekend events in ways that engage the community

### **Committee & Taskforce Work**

- Appoint committee work based on interest and availability of directors
- Stay connected and coordinated with committee chairs
- Make sure the CEO and chair have the same messaging that can then be communicated to other players (committee members, consultants, etc.)
- Create ad-hoc committees as needed to address various needs that arise

### **CEO Relationship**

- Develop trusted relationship with CEO
- Set up consistent check-ins to hear about relevant updates and see how you can support as chair (board liaison)
- Be the voice of the board in discussions with CEO (clarification of individual opinion)
- The board chair is responsible for getting alignment from the board and communicating it to CEO/staff.

- The board chair should be explicit to qualify opinions as his/her own v. speaking on behalf of the board.
- Oversee annual CEO goals and evaluations and stay in touch about development toward those goals and ways you and/or the board can support

### **Communication**

- Seek board input or provide updates as needed - examples include when board dynamics or governance need to be addressed or staff is seeking board alignment on a matter
- When possible, try to combine information to reduce number of emails
- Be intentional about connection and communication with associates (younger generation between 21-28)

### **Compliance**

- Assure compliance with legal documents such as the Articles of Incorporation and Bylaws.
- Recommend seeking legal and other expertise/ guidance when necessary

### **In-Person Representation**

- Be present for in-person board meetings (barring emergency situation)
- Aim to attend local signature events (examples listed) when possible
- When valuable, help CEO think through appropriate board or staff presence at various events

### **Supporting Transitions**

- Take the board lead to support various transitions – whether it be governance, organizational or generational. Examples can include:
  - Incoming board chair
  - Incoming independent directors
  - New CEO
  - New associates
  - Associates transitioning to directors

**We include an “Addendum Section” with optional recommendations from previous chairs that supported effectiveness in the role**