

Chairing a Board Meeting



The focal point of the work of the chair of the board is guiding the directors through their meetings. There is no routine method or set of innate talents associated with facilitating meaningful discussion and decision making by a group. A lot depends on the history of the board, the preferences of its members and the orientation of the chair.

It is important to remember that not every board meeting agenda item requires skillful facilitation. The approval of minutes and acceptance of certain reports may, at times, be fairly mundane tasks. The chair's role becomes important when ideas need to be explored, a problem solved or a choice made.

The chairperson really needs to think about his/her approach to the task of managing board conversations and decision making. One may lean more to *process leadership* or to *substantive leadership*. The process leader has confidence in the wisdom of the group and sees his/her role as bringing out the best in every individual, helping the board work as a team. The substantive leader sees the chair's role as sorting through a smorgasbord of individual opinions, some useful, some not, and will be more inclined to initiate the discussions and steer the board's decision-making in a particular direction. And then there is the chair who is nominally involved in helping the group follow an agenda but looks to someone else, usually the executive director, to provide meeting leadership.

We favour the chair, a board volunteer with a specific role, more as a process leader. The following suggestions about facilitating board meetings in general, and group problem solving in particular, reflect this orientation.

1. Meeting procedures

Effective board meetings generally need to be conducted according to some rules or norms. The most formal meeting rules people may be familiar with are known as **parliamentary procedure** (e.g. "Robert's Rules")¹. Most non-profit boards do not really employ parliamentary procedures, although they may rely on motions to clarify a particular item before the board.² We think that is good; after all these procedures were designed long ago for managing debates between opposing parties. They are not well suited to teamwork and consensus building³ in small groups.

The alternative to using someone else's rules is for boards to determine their own norms, ground rules and procedures. The chair should initiate such a discussion of how the board wants to conduct its meetings. What expectations do the directors have in terms of their communication

with one another and how the business of the board gets done?

Such discussion often will result in the following kinds of suggestions from the group:

- Clearly identify matters requiring a decision
- Listen constructively and actively
- One person should speak at a time
- No side conversations
- Question one another with the intention of learning not challenging
- Try to link or build on each other's ideas
- Encourage everyone to speak
- Keep the discussion on track (pay attention to agenda and time)

The chair, even before stepping up to take on this board role, should also ask fellow board members what they expect from the chair in terms of facilitating board meetings. It is a mistake to assume that the new chair should take the same approach as the person stepping down⁴. One may have their own ideas about chairing meetings, but what “mandate” are board members collectively prepared to do give the chair in facilitating the meetings and maintaining some discipline? If the chair is accountable to the board as a whole, the chair needs to know what they expect.

You may want your ground rules for board meetings written down and distributed and may want to review them at future meetings as a reminder and as an opportunity to add to them.

2. Prepare for each meeting

Good board meetings do not happen accidentally. As chair, you should spend some time preparing, and preparing others, for each meeting.

- Prepare or review the agenda in consultation with the executive director and perhaps other executive committee members
- **Think about which items require real deliberation by the board.** What are the key governance discussions? What is required to keep reporting time to a minimum?
- Identify time guidelines for each agenda item
- Talk with the executive director about her/his role at the meeting in supporting the board's governance role⁵.
- Speak to other board members (e.g. committee chairs) about them presenting or taking the lead in discussing certain agenda items.
- Make some notes to yourself

An hour or so before the meeting you may want to:

- Prepare yourself mentally for the meeting. Be aware of your own agendas and other things on your mind that can interfere with your ability to listen to others and enable the discussion.

3. Begin the meeting

- Present the agenda and time guidelines as a proposal, modify or add to the agenda if required and seek its adoption

- Review meeting ground rules
- Obtain permission to proceed
- Invite specific persons to speak to the items

4. Encourage full participation and free discussion

- Ask for several responses from around the table
- Ask if anyone feels differently than what has already been said.
- Encourage differences of opinion; explore them with the group
- Reflect and relay questions posed to you to the group or to specific board members
- Ask for comments from any board members who have not yet had a chance to indicate their views
- Initiate a “go around”, that is, an opportunity for all board members to speak briefly to the item

5. Encourage discipline and focus

- Offer a clear question to be answered by the group
- Ask for a motion to focus the group on a specific proposal
- Encourage boards members to state their views succinctly
- Ask what the group knows about the matter
- Relay questions from one board member to another
- Ask what experience board members might have that is relevant
- Ask the group for their questions about the item – what do we not understand or know?
- Summarize some of the points being made

6. Keep the group on track

- Pull the conversation back to the original question
- Remind group of decision required – restate the issue or decision being considered
- Ensure that there are no outside inferences or distractions
- Request that one discussion be conducted at a time.
- Provide an occasional summary of the points that have been made

7. Help keep the atmosphere constructive

- Acknowledge different opinions
- Remind the group of the importance of exploring different viewpoints
- Stress the importance of being open to persuasion
- Reframe negative comments to positive ones (“If you feel that will not work, what do you think will?”)

8. Ensure that each contribution is given full consideration

- Paraphrase ideas offered to ensure they are heard and properly understood
- If you are unsure of a person’s intended meaning, ask him/her to rephrase the comments
- Encourage one person at a time to speak
- Ask people to repeat their comments if points are lost during the rapid flow of discussion
- Inquire about similarities amongst different proposals

- Ensure that nobody's comments get ignored just because they are different or not understood.

8. Summarize the discussion

- Restate or have group members restate the key points raised at various times in the discussion. You can summarize the issues, the options available and the agreement or outcome that seems most acceptable.
- Test your assumptions of group conclusions by sharing your understanding and asking the group whether it is correct.

9. Conclude and record agreements

- Most boards take minutes and it is often a good idea, especially when an important decision has been reached, to ask the meeting secretary (board secretary or recording secretary) to read back to the group the statement of decision or agreement.
- As chair you may want to record key issues and decisions on a flipchart. If a chair or someone else on the board is comfortable and skilled in using a flipchart this may be one of the tools the board uses to help focus discussion.
- Important decisions may require a call for a formal vote. Such approval is recommended for setting budgets, official endorsement of a strategic plan and for approving governing policies.

¹ If one is interested, there are lots of websites outlining Roberts Rules of Order (US) and similar systems including Bourinot's Rules of Order (Canada). Do a search for "rules of order", "parliamentary procedure" or "Robert's Rules". Some organizations bow more to parliamentary procedure for their Annual General Meetings when it is a large membership gathering and one where controversial resolutions are to be debated.

² 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 arguments 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.

³ There are resources on the internet on consensus decision making. One good example is from the organization Seed for Change in the UK. <http://seedsforchange.org.uk/free/consens>

⁴ You can do this without it being seen as a criticism of the previous chair. You may wish to ask "What do you expect of me in this role? How can our meetings be improved?"

⁵ What balance will the executive director strike between telling and asking the board for their advice? What strategic questions should be brought to the board? What can the executive director do to encourage board discussion on essential governance or "big picture" issues?

This NPSLP publication has benefited from the section on "Leading Discussions" that is part of the module on Effective Facilitation in Dalhousie University's **Certificate in Adult Education** program. The following NPSLP resources are companion pieces to this document:

- Ten Proven Ideas for Better Board Meetings
- Board Code of Conduct Policy
- How Boards Can have Better Conversations
- Board Chair Job Description

These can be found at www.dal.ca/cce/nonprofit