BOARDSOURCE®
Building Effective Nonprofit Boards

Good Board Decisions

Flexible structure

Structure provides security, a proper framework, and control. When a board meeting runs its course in an expected manner and with an accommodating infrastructure to support it, board members can better know what awaits them when they come to a meeting. For some boards, this predictability fosters status quo; for others it stifles creativity. Here are some structural pillars that can help make decision making more dynamic.

- **Know the legal constraints that control the board's actions.** The board should be familiar with state laws and have a set of bylaws that provide guidance without unnecessary constraint.
- **Assure that committees and task forces deliver.** Work groups should be expected to dissect major issues and to prepare constructive recommendations for the full board. The board shouldn't duplicate the work already done by the work group.
- **Look at board size.** Too large a group often makes it difficult to involve all members in discussion; too small a group may not provide the necessary insights needed for a wise decision.
- **Agree on meeting schedules,** locations, and the number of necessary meetings. The board needs to compromise and accommodate on the logistics to make it easier for members to come to meetings. Technology can help to facilitate communication between meetings.

Facilitating process

Processes clarify the steps for making decisions. They define the levels of authority, methods of communicating and sharing information, rules that guide the course of action, and the results needed to validate decisions. The following points help boards adopt processes that facilitate interaction and encourage active communication.

- **Elect a skilled chair** able to facilitate deliberation and decision making. The chair should be fair, inspiring enough to bring members to meetings, able to keep civility in the boardroom by controlling unruly members, and conciliatory to encourage wise decisions.
- **Have an agenda that reflects the purpose of the meeting.** The agenda should be followed closely — but with an understanding that flexibility can often lead to increased productivity. The agenda should focus on strategic issues and not on operational minutiae, and decisions should be made on issues that belong to the board.
- **Ensure that the chief executive provides adequate and accurate information for the board.** A communications system should be practical for all board members (i.e. e-mails, password-protected pages on nonprofit's Web site, regular packets sent through mail).
- **Stress the importance of the deliberation process.** Enough time should be allocated to discussion and debate without cumbersome parliamentary rules.
- **Experiment with different approaches for decision making.** The board needs to determine which method works best and reflects its group dynamics.
- **Avoid rubber stamping.** Members should not neglect their duty of care or lose their independence. Weak members need to justify their service on the board, and everyone should be expected to participate.
- **Determine which issues warrant a greater than majority vote.** Bylaws should include a list of decisions that require either a two-thirds or three-fourths vote. Unanimous votes probably are not the best option for most boards.

Constructive interaction

No structure or process is so perfect and smooth that it can triumph without proper human elements in place. A board is a team made up of individuals who have no power to act alone, only as a group. A team counts on its members to be able to

get along, disagree in a civil manner, step back when necessary, leap forward when warranted, and address conflict in a constructive manner. Having the right composition for a board is the key to effective interaction. A good decision comes from a continuous exchange of ideas — often differing ideas. People with varying experiences and styles can contribute positively to a group action. Diversity does not necessarily make interaction easier, but it is essential for a fair and unbiased diagnosis of a situation. By accepting a common purpose and personal accountability, a diverse board can overcome its individual differences and take pride in its ability to reach its objectives. Being part of a team is not without its problems. As with any group dynamic, personal behavior can be criticized. It is not always easy for a strong-minded person to give in or to compromise, and it can take courage for a quiet person to be forceful when he or she strongly disagrees with the direction a debate is taking. By understanding individual operating modes, it is possible to create an accommodating internal support system that is built on trust and mutual respect. Without it, it is impossible to keep personal things personal and focus on business. Attacks on personal attributes should stay out of the boardroom. Despite good intentions, special cliques can form on a board. They can have a divisive impact on interaction and polarize opinions. Under those circumstances, strong leadership is needed in order direct the debate, keep the focus on core issues, and reach a consensus. Board members with private agendas can divert the board's center of attention and make it difficult for members to challenge each other's opinions without turning it into a negative exercise. Incorporating social activity in a board meeting can help board members see each other from a new angle. Getting to know a team member better as an individual —and not just as a peer sitting around the same table — can be an advantage to understanding his or her point of view, values, and approach to decision making. A conciliatory board member is always more effective than an adversary in facilitating the search for the common ground.