

**Western Washington University
Board of Trustees Work Session
Hotel Bellwether Compass Room
August 22, 2014**

1. **Welcome and Comments**
8:00 am Karen Lee and Bruce Shepard

2. **Introductions & Opening Discussion**
8:15 am Dr. John Moore & Participants

3. **Review of Basic Concepts and Best Practices**
9:00 am Dr. John Moore
 - Board/President Partnership
 - Best Practices
 - Flashpoints & Pitfalls

BREAK

9:45 am

4. **EXECUTIVE SESSION MAY BE HELD TO DISCUSS PERSONNEL ISSUES AS AUTHORIZED IN RCW 42.30.110**

5. **Adjournment**
4:45 pm

Selected Board Responsibilities

- Pursue Fulfilment of the Institution's Mission
- Formulates Strategic Goals and Priorities
- Cultivate Institutional Distinctiveness and Distinction
- Shape Institutional Culture and Core Values
- Provide for the Health and Safety of Community
- Ensure Sufficient Resources and Appropriate Financial Stewardship
- Cultivate Human Resource Capabilities
- Protect Institution's Autonomy, Integrity and Reputation
- Represent and Advocate for the Institution to its External Publics
- Appoint, Support, Develop, Evaluate, Retain/Dismiss the Institution's CEO

PRESIDENT IS NOT THE PRESIDENCY

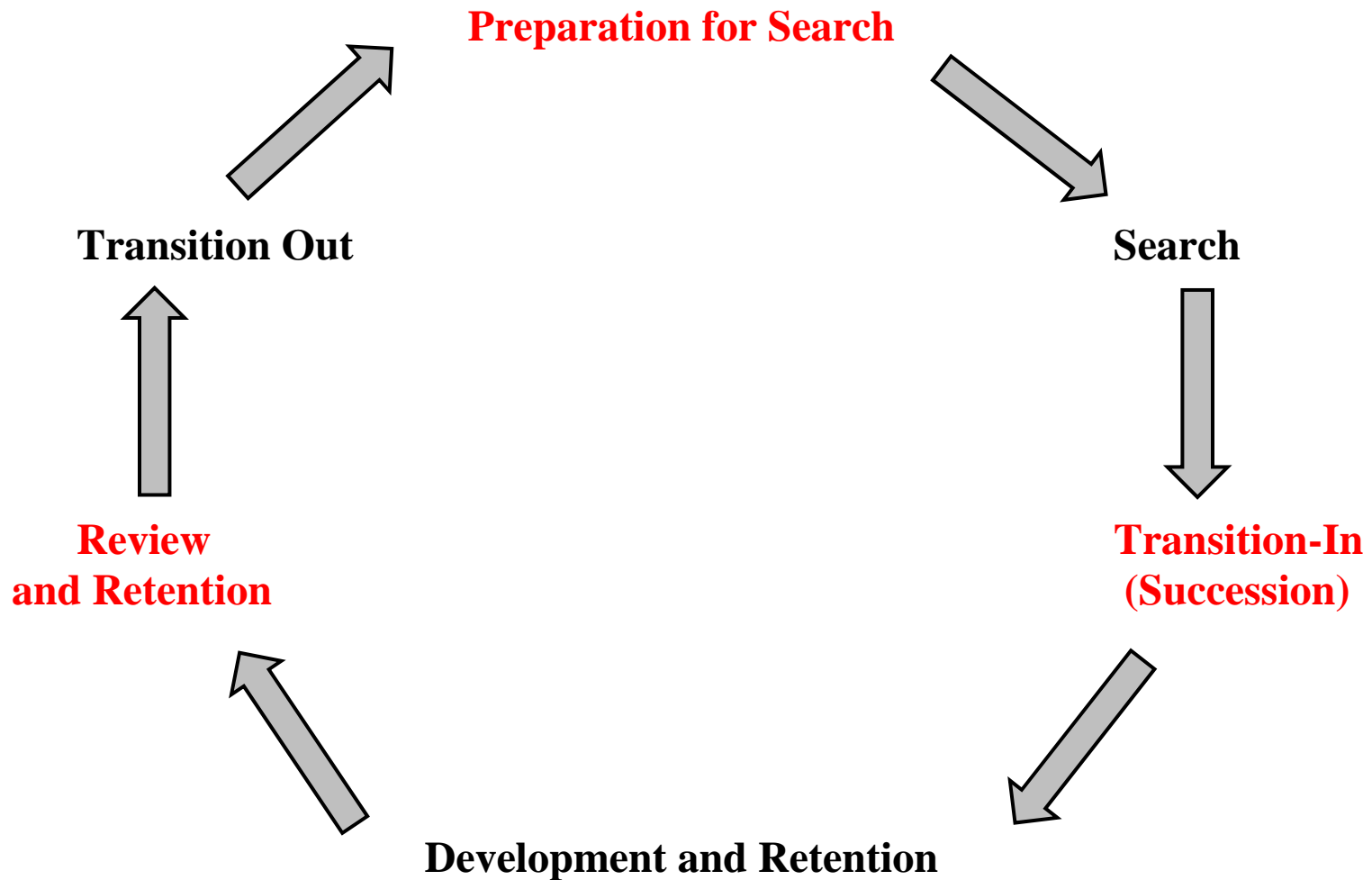
AND

PRESIDENCY IS NOT THE PRESIDENT

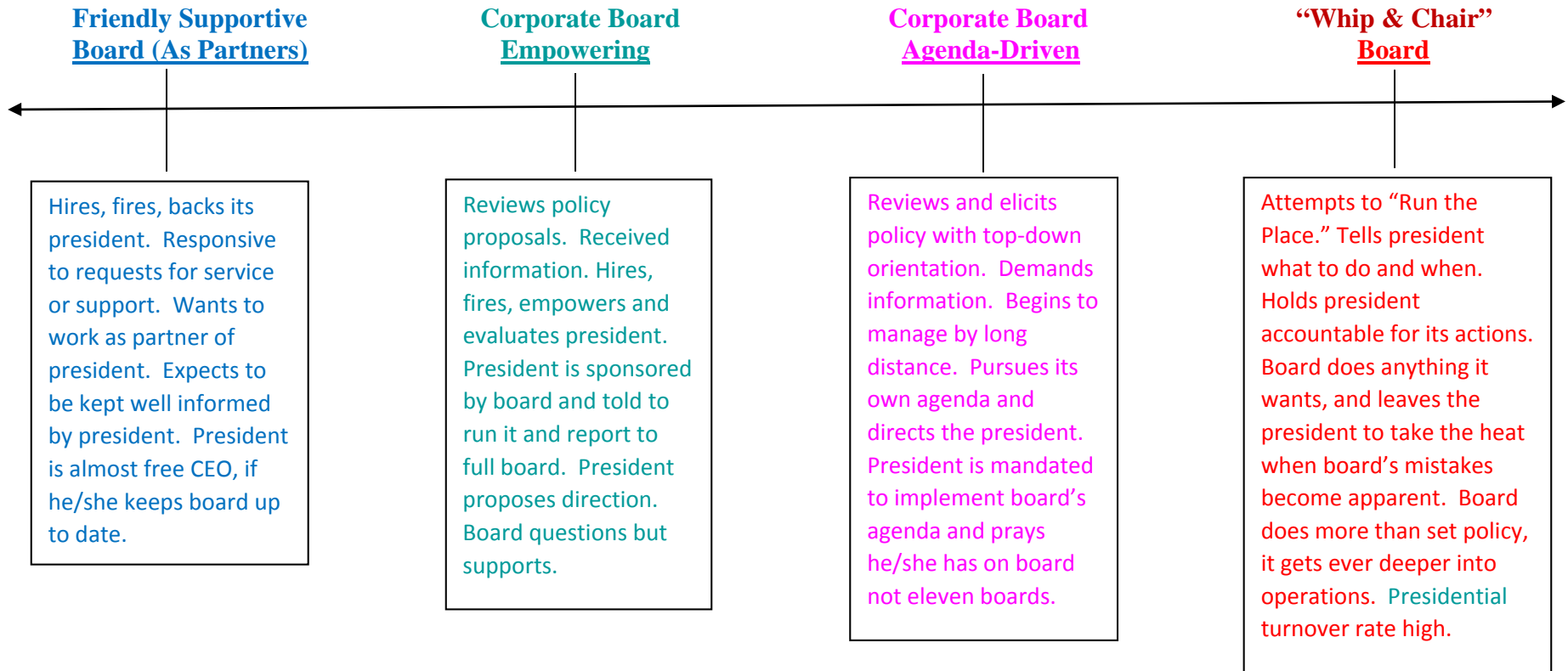
The Presidency: A Special Partnership

- Presidency is an INTER-DEPENDENT relationship between the Board and the President.
- It is a “PARTNERSHIP” Built on mutual respect and shared accountabilities.
- The Presidency is best symbolized by the “circle” not the “pyramid.” (It is not a typical vertical subordinate to superior relationship)

**THE SIX PHASES
FOR SELECTION, DEVELOPMENT AND
RETENTION OF EFFECTIVE LEADERSHIP**



Board Topology



GOVERNING BOARD-CEO RELATIONSHIPS: BEST PRACTICES

The “Presidency” (i.e. CEO), an inter-department relationship between the CEO and the governing board, is enhanced and is most effective when, “best practices” are followed.

Establishing the Relationship

- The CEO is selected through a professionally conducted search, and a mutually agreed upon employment contract is adopted.
- Both the CEO and the governing board understand the “Presidency” as a mutually interdependent “Partnership” between the governing board and the CEO.
- The CEO and the governing board agree on the principles and guidelines underlying the Board-CEO relationship.
- The CEO and governing board agree on their respective roles, functions, and purviews of responsibilities.
- Both parties understand that the Board is “The Boss”; it has the legal authority when it functions or acts as a Board. It is understood that individual board members are not the boss and have no legitimate authority as individuals.
- There is agreement that the Board establishes policy; and the CEO administers policy.
- The Board avoids inappropriate intrusive micro-management.

Providing Strategic Direction

- Both parties agree on the institution’s mission and core values and on long-term and short-term goals and priorities.
- The CEO insures the development of strategic and operational plans under the direction of the Board.

Facilitating Effective Communications

- The CEO keeps the Board appropriately informed, facilitates board decision-making, and assists the Board in executing its functions.
- The CEO ensures that information packets, policy white papers, “President to Trustees Memos”, newspaper clippings, publications, etc. are provided on a regular basis.
- Both parties emphasize preventive communications; and practice the “no surprises” rule.

- The CEO and the Board mutually establish guidelines for Board communications and interaction with campus personnel and stakeholders.
- The Board agrees that only the Board Chair (or designee) speaks publicly for the governing board.

Developing and Engaging the Board

- Orientation programs for new board members are provided.
- Board “retreats” are conducted, preferably annually.
- Informational seminars are provided for board members.
- “Trustee-in-residence” opportunities are provided for board members.
- Board participation in campus events and activities is encouraged.

Fostering Harmonious Board Relationships

- The Board determines appropriate board member behavior; and the Board Chair accepts responsibility for the conduct of individual board members.
- All parties avoid public criticism of board members and the CEO.
- The CEO and the Board agree on procedures for handling controversial issues.
- The Board honors the work of board committees.

Protecting the Integrity of the Board and the CEO

- The Board establishes and abides by codes of ethics, conduct, and disclosure.
- Financial audits are conducted appropriately and the results are shared with the entire Board and the CEO.

Assessing Performance

- The CEO and the Board conduct mutually acceptable annual and comprehensive Board and Presidential performance reviews.
- The CEO and the Board commit to appropriate “Developmental Strategies” based on the results of performance reviews.

Dr. John W. Moore
President, Penson Associates, Inc.

THE BOARD CHAIR – A SPECIAL ROLE

The Board Chair is a key player in ensuring that Governing Boards are high performing and participating appropriately in a productive and mutually supportive relationship with the President or CEO.

EFFECTIVE BOARD CHAIRS USUALLY ARE CHARACTERIZED AS:

- Making **service as the Chair of the Board a high volunteer priority** by investing the time required to be effective
- Making a commitment to **being informed** about the culture and governance of higher education, its values and traditions, current issues and trends, opportunities and challenges, and the institution in its totality
- Insisting that **the Board fulfills all of its fiduciary responsibilities**, public policy accountabilities, including protecting the institution's public reputation and ethical standing and avoiding any appearance or reality of **conflicts of interest** at the Board level
- **Advocating**, courageously at times, **for the institution** to its multiple publics and benefactors
- Cultivating **trusting relationships** among Board members and the President by fostering a sense of "community" among all
- Facilitating the work of the board by insisting on **well planned and meaningful Board and Committee meetings**, and efficient operational procedures
- Ensuring that **credible and transparent communications are on-going** among Board members, the President, and institutional constituencies

- Providing opportunities for each board member's voice to be heard and ensuring that **all Trustees feel valued and included** in the work of the Board
- Ensuring that the **Board attends to strategically important issues and refrains from inappropriate micro-management or interactions** with campus personnel and constituencies
- Engaging in **regular and candid communications** with the President and adhering to the "Rule of no surprises"
- Insisting that the Board speaks with "**one united voice**"
- Ensuring that **procedures are in place for orienting, mentoring, recognizing and evaluating individual Board members** and taking timely corrective action should circumstances require it
- Ensuring that **Board evaluative and developmental procedures** are in place that enable the board to assess its collective performance and identify opportunities for improved performance
- Insisting on respectful, fair, and professional **assessment of the President's performance** including a willingness to defend the president against unfair or inappropriate criticism from any source
- **Facilitating systematic transition and succession planning** in order to ensure continuous effective leadership at the Board and Executive levels
- Engaging in **appropriate recognition and celebration** of institutional, Presidential and Board achievements

ENHANCING THE BOARD-PRESIDENT PARTNERSHIP
TEN BASIC RULES FOR THE BOARD

- Manage the six phases of the Presidency
- Recruit, support and retain high performing Presidential leadership
- Consciously strive to strengthen and not weaken the Presidency
- Ensure mutual agreement on expectations and priorities for both the Board and the President
- Ensure mutual agreement on the President's delegated decision-making authority
- Ensure constructive assessment of Presidential performance
- Orient and educate the Board and assess Board performance
- Avoid micro-management; stay at the policy level
- Act and speak as one Board
- Abide by the rule of "no surprises"

BOARD-PRESIDENT RELATIONSHIP: FLASHPOINTS

- Unclear president performance expectations
- Unclear administrative decision making authority regarding such things as:
 - Personnel appointments, promotions, and terminations
 - Budget allocations and reallocations
 - Organization structuring
- Board (or members) who:
 - Don't understand or support the appropriate role and responsibilities of an "academic" governing board (or individual members)
 - Display insufficient understanding and respect for the academic culture
 - Are intrusive (i.e. micro-managers)
 - Don't speak with one "unified voice"
 - Communicate inappropriately with or give inappropriate directives to institutional personnel
 - Behave in ways that create the perception or reality of a "conflict of interest"
 - Exhibit a narrow "constituent or special interests" perspective rather than a broad institutional perspective
 - Are inappropriately "critical" in public
 - Fail to abide by the "no surprises" rule
- President/administrative behavior that is:
 - Unresponsive to legitimate board policies, interests and directives
 - Disrespectful of legitimate board responsibilities and prerogatives

- Characterized as a “failure to communicate” in a timely and forthright way
- Inconsistent with the “no surprises” rule
- Unprofessional , unethical, and/or self- serving
- Publicly embarrassing to the board
- Intrusive past presidents
- Ineffective performance evaluation
 - Board and board members
 - President and administration

Prepared by Dr. John W. Moore for Penson Associates, Inc.