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

Preparation for Search

Transition Out

Search

Transition-In
(Succession)

Review
and Retention

Development and Retention

Penson Associates, Inc.
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Board Topology

**Friendly Supportive Board (As Partners)**
- Hires, fires, backs its president. Responsive to requests for service or support. Wants to work as partner of president. Expects to be kept well informed by president. President is almost free CEO, if he/she keeps board up to date.

**Corporate Board Empowering**
- Reviews policy proposals. Received information. Hires, fires, empowers and evaluates president. President is sponsored by board and told to run it and report to full board. President proposes direction. Board questions but supports.

**Corporate Board Agenda-Driven**
- Reviews and elicits policy with top-down orientation. Demands information. Begins to manage by long distance. Pursues its own agenda and directs the president. President is mandated to implement board’s agenda and prays he/she has on board not eleven boards.

**“Whip & Chair” Board**
- Attempts to “Run the Place.” Tells president what to do and when. Holds president accountable for its actions. Board does anything it wants, and leaves the president to take the heat when board’s mistakes become apparent. Board does more than set policy, it gets ever deeper into operations. Presidential turnover rate high.

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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”

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