



BY WILLIAM E. TROUTT, PhD

DESIGNING

TRUSTEE MEETINGS THAT MATTER

Trusteeship is more than meetings, but a well-designed board meeting can serve as the well-spring for a high level of board engagement and organizational alignment, ensuring that trustees, the president, and the president's leadership team keep a disciplined focus on the "right" questions.

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TAKEAWAYS

1 Well-designed trustee meetings can serve as the well-spring for a high level of board engagement and organizational alignment.

2 Many factors come into play in creating and sustaining a high-performing board of trustees, including board composition, board size, board members' understanding of their roles and responsibilities, and board culture.

3 The Agenda Committee, which replaced the Executive Committee, became the vehicle for designing board meetings that matter—meetings that call for the very best in engaged trustee conversation.

IT IS HARD TO imagine anything more vital to institutional success than board performance, but many factors come into play in creating and sustaining a high-performing board of trustees. Without question, board composition tops the list.

Who is appointed or elected to a governing board—their leadership experience, their life stories, their commitment to the institution—matters so much, as do a plurality of perspectives and executive management skills, both of which can pay huge dividends.

Board size is another factor, and bigger does not necessarily mean better. In fact, we at Rhodes College found the opposite to be true. Moving from a large board to one approximately half that size changed the game for our institution. We reduced the number from 45 voting members and 12 emeriti members to a board of fewer than 30 and found that the smaller board promoted honest conversation and lively discussions.

Board members' understanding of their roles and responsibilities and their overall knowledge of the institution and its mission and values are also critical. Trustee orientation should extend well beyond a one-day overview. A year-long trustee peer mentoring program can be especially helpful. It is easy to forget how challenging it can be for a new board member from the corporate world to transition into becoming a thought leader in the nonprofit arena.

Board culture—how trustees work together in an atmosphere of mutual respect, candor, openness, and trust—is another important factor. Moving from a highly scripted meeting to one filled with robust discussion and new insights requires a healthy board culture.

I remain grateful for the opportunity to get to know college trustee advisor Richard Chait, PhD, of the Harvard Graduate School of Education, who taught me that truly great boards determine and frame the “right” questions. Rather than dictate results, they help establish goals. Chait reminded me that “the further up you are in the decision-making process, the less territorial you are in your thinking. Trustees are uniquely positioned to frame

questions broadly. They ask the kind of questions that increase the number of alternatives a college or university might consider.”

High-performing boards such as Chait described elevate their discussions from technical questions to more philosophical and directional questions. But these kinds of discussions and this level of governance leadership requires a well-designed trustee meeting—one that fulfills the board's fiduciary responsibilities while providing ample opportunities for deliberation on higher-level questions that matter most.

As a college president who served two institutions for a combined total of 35 years, I was at the center of more than 100 trustee meetings. For most of my first 25 years I was often just relieved when the last session ended and “no damage had been done,” so to speak. A good trustee meeting in those days was getting the approvals and decisions needed with a minimum of micromanagement questions. Trustee governance as leadership was a new concept for me. But then, thanks to a year-long study of trusteeship led by Rhodes trustee Robert Waller, MD, an emeritus president and chief executive officer of Mayo Clinic, trustee meetings were transformed from exercises in getting approvals, hearing staff reports, and celebrating student achievement into a dynamic two-day convening focusing on big questions aligned with the college's aspirations. We also benefitted from the wisdom of Dick Chait's insightful book *Governance as Leadership: Reframing the Work of Nonprofit Boards* (coauthored with William P. Ryan and Barbara E. Taylor and published by John Wiley & Sons, Inc., 2005.) The initial ad hoc committee study on trustee governance was conducted during the 2005-2006 academic year. There have been two subsequent trustee governance follow-up studies, known as Governance 2.0 (academic year 2010-2011) and Governance 3.0 (academic year 2018-2019) on how to best structure the work of the board and assure the highest level of trustee performance.

None of these studies were prompted by a crisis. When we decided to undertake the first study all was going very well: Trustees were pleased with the college's

performance and progress on all fronts. Board members included many talented people who were very proud of the institution, pleased to be serving on the board, and loyal to the administration. They were extremely attentive to the managerial version of trusteeship and the stewardship of tangible assets whereby board members primarily ask for facts, figures, and financial reports but don't ask the bigger questions. But it just so happened that during a vigorous board discussion about the desire to have every student fully invested in Rhodes, this question was raised about the board: Was everyone fully invested and giving his or her best? This led to the appointment of the ad hoc committee on trustee governance chaired by Dr. Waller, a distinguished board member possessed of a rare combination of wisdom, gravitas, and process skills.

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The ensuing study of trusteeship governance proved to be a real game changer. The committee's work involved a detailed view of literature on trusteeship, a look at best practices—including site visits with trustee leaders—and, most importantly, a look at ourselves. The committee developed a list of 30 questions about the roles and responsibilities, processes and conduct, board composition, and term structure of boards and provided updates at each board meeting. The recommendations made in the committee report were unanimously adopted—including a smaller board, a new set of bylaws, a separate emeriti-trustee council, and the replacement of the Executive Committee with the Agenda Committee.

Our 26-page set of prescriptive bylaws

was replaced with an 11-page document stipulating a different kind of trustee leadership. The new bylaws call for just one standing committee, the Agenda Committee, which also functions when needed as the Executive Committee. All other committees are re-created or reestablished annually by board resolution.

The Agenda Committee became the vehicle for designing meetings that matter—meetings that call for the very best in engaged trustee conversation. Thanks to the thoughtful guidance of our Agenda Committee trustee meetings began to assume a very different feel and character. Trusteeship observations and questions began to shift from oversight to insight. Trustees took ownership of their committee work. Staff reports became rare. Board members sharing insights and expertise from their own world became more com-

meeting curriculum for the calendar year—with the understanding that there would be feedback and potential adjustments following each meeting.

In retrospect I would have spent more time encouraging Agenda Committee members to bring their own lists of big questions. It is so easy to focus on internally generated higher education issues and miss a question of the greatest magnitude. I would expand significantly the amount of committee time devoted to meeting design. As a very wise trustee said, "Deciding what to decide takes time."

Great boards look forward, not backward. At their best they lead with big questions that shape an institution's future. At the same time boards cannot abandon their fiduciary role. So how can a board meeting be designed that ensures a balance of trustee responsibilities? Our Agenda Com-



mon. Trustee-led plenary sessions might take on the feel of a seminar. (Following one plenary session several trustees remarked that they would have paid several hundred dollars to attend that session.) Alternatives were generated that never would have emerged under the prior meeting structure, and for me, as president, it was a total 180-degree turn. I began to look forward to board meetings. They became a source of insight, energy, and inspiration. It became the way we aligned the work of the college: around the right questions. The annual meeting-design work of the Agenda Committee was preceded by the president's staff conversations in June that produced a list of potential big questions and possibilities for trustee initiatives. In July or August, the Agenda Committee met to design a trustee

committee formulated the building blocks of a well-designed meeting that includes these key components:

- Standing committee meetings;
- Ad hoc committee meetings;
- A formal business meeting;
- Plenary sessions;
- Two executive sessions;
- Events connecting trustees with students, faculty; and staff;
- Social events.

Standing committee meetings present great opportunities for robust conversations that can produce breakthrough insights. Without investing time in meeting design, however, they can easily devolve into staff reports and micromanagement discussions. Reducing the number of standing committees from 12 to 5 made

it easier for committee agendas to reflect questions of consequence in which trustee guidance and input really matter. But the success of committee meetings depends upon the facilitation skills of the committee chair, the quality of staff support, a clear committee charter, and an agenda that reflects fiduciary responsibilities but also affords opportunities for strategic and generative work. Ideally, the committee agenda should include a topic that aligns with the big question or questions the full board is working on.

A well-facilitated committee meeting gives everyone—even the shyest trustees—the opportunity to fully contribute their thoughts. Supplementing regular committee meetings with conference calls to deal with mundane but necessary approvals and very basic fiduciary questions can free more committee time for framing broader

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questions and taking a deeper dive into more consequential issues. Establishing a committee structure that does not align directly with staff responsibilities also provides opportunities to fully utilize trustee talents and perspectives and helps ensure that committee discussions are always looking forward, not backward.

Ad hoc committees, appointed by the board chair, usually have a six- to nine-month time frame in which to work with a very specific charge. These committees afford a chance for trustees to take a deep dive into an area in which they have definitive expertise to offer. They also afford opportunities to involve nontrustees who possess a passion or particular expertise on a topic and to assess their potential for future board service as trustees.

Committee reports should be written and distributed to trustees prior to the official business meeting of the board. Verbal reports (when poorly prepared always a meeting low point) should be limited to formal action. A brief description of what led to the decision, point of concern, or points of disagreement, should always be aired. But nothing can kill a meeting like a long rehash of committee discussion.

Plenary sessions are often golden opportunities for trustees to exercise thought leadership, focusing on the big questions the board has agreed to for the year. Having a few trustees share experiences from their world to open the conversation can be fantastic. Hearing perspectives beyond the academic world on vexing questions is the best way to produce breakthrough ideas.

Executive sessions became the highlight of trustee meetings for me. We held two executive sessions, one at the beginning of our meetings and one at the conclusion of our final business session. As did I, many trustees found these sessions to be the most meaningful part of the entire board meeting. Our initial executive session presented an opportunity to review the meeting agenda and for me to offer some personal reflections on the issues that might dominate our two-day meeting. Most importantly, for me as president, it was a chance to share my “3 a.m.” worries without faculty or staff present. It was the board and the president at their best in candid conversation.

Our first executive session often—but not always—preceded committee meetings. It was important for it to take place early in the meeting to provide context for the deliberations that lay ahead. The second session, at the end of the meeting, provided an opportunity to ask lingering questions, take some issues to an ever more candid level, and bring up matters that did not naturally fit into other sessions. It was also a time to evaluate the meeting. What went well? What could be improved? Each spring we used it as a time for trustees to write a five-minute paper evaluating the performance of the board as well as their own individual performance.

Including students and often faculty at board breakfasts and lunches afford opportunities to connect trustees with the campus community. We sometimes featured student panel presentations or an inspiring student speaker. For the most part just having students as part of informal table discussions proved to be the best way to remind trustees of the importance of their work.

And never underestimate the value of social events. Nothing forms and fashions board culture like informed conversation—the kind of social engagement that takes place between sessions. A well-orchestrated board dinner with modest programming but plenty of time for informal conversation is ideal. Dinner table conversation (taking care in deciding who sits next to whom) can be the key to relationship building and further foster good thinking about the most vexing challenges facing the institution.

The time the president and the Agenda Committee invest in in meeting design pays enormous dividends. Building an initial curriculum for board meetings and making necessary adjustments between meetings are opportunities for the president and trustees to partner in advancing the institution. A well-designed meeting ensures engaged trustee participation, new insights into big questions that really matter, and a thought partnership between trustees and the president that ensures success.

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