



HIGHLY EFFECTIVE BOARDS

WVa HIGHER EDUCATION POLICY COMMISSION

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**CONSEQUENTIAL BOARDS:
ADDING VALUE WHERE IT
MATTERS MOST**

**NATIONAL COMMISSION ON COLLEGE AND
UNIVERSITY BOARD GOVERNANCE**

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CONSEQUENTIAL

- **Important, significant, major**
- **Following as a result or effect**

SEVEN RECOMMENDATIONS

1. Boards must improve value in their institutions and lead a restoration of public trust in higher education itself.
 2. Boards must add value to institutional leadership and decision making by focusing on their essential role as institutional fiduciaries.
 3. Boards must act to ensure the long-term sustainability of their institutions by addressing changed finances and the imperative to deliver a high-quality education at a lower cost!
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RECOMMENDATIONS

4. Boards must improve shared governance within their institutions through attention to board-president relationships and a reinvigoration of faculty shared governance. Boards additionally must attend to leadership development in their institutions, both for presidents and faculty.

RECOMMENDATIONS

5. Boards must improve their own capacity and functionality through increased attention to the qualifications and recruitment of members, board orientation, committee composition, and removal of members for cause.

RECOMMENDATIONS

6. Boards must focus their time on issues of greatest consequence to the institution by reducing time spent reviewing routine reports and redirecting attention to cross-cutting and strategic issues not addressed elsewhere.

RECOMMENDATIONS

7. Boards must hold themselves accountable for their own performance by modeling the same behaviors and performance they expect from others in their institutions.

Trustees as Fiduciaries

1. **Fiduciary** – One who holds some asset(s) in trust for another and is charged to act beneficially on behalf of the other in managing that asset.
2. **The Asset** – The college/university you govern, including mission & identity, property, human resources & educational product.
3. **For Whom** – Founders and sponsors, students and families, donors, alumni, (public)

Fiduciary Duties of Governing Board Members- AGB Board July 24, 2015

* AGB (web), Fiduciary Duties

Fiduciary Duties

1. Duty of Care

- Act in good faith for best interests of institution
- Act reasonably, competently and prudently

2. Duty of Loyalty

- Put interest(s) of institution above all else
- Do not act from self interest; no self-dealing
- Conflict of loyalty

3. Duty of Obedience

- Obligation to advance mission
- Duty to act ethically and consistent with mission

4. Serve a Public Purpose

How to Have a Mediocre Board

- Under-engaged/Over-engaged
- Avoid discomfort
- Have the president frame the agendas
- Have the chair try to be president
- Avoid focusing on the work of the board

How to Have a Mediocre Board

- Have the board's executive committee make all the decisions
 - Use meeting time the same way every time
 - Have personal agendas
 - Focus on the past
 - Believe academic quality is only a faculty issue
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How to Have a Mediocre Board

- Don't evaluate the president or provide constructive feedback
- Avoid risk
- Allow one board member to dominate, disrupt
- Get the president to police board misbehavior

Hallmarks of Highly Effective Boards

1. Actively engaged in governance work
 2. Have a high level of trust and candor
(Transparent)
 3. Engage multiple perspectives (appropriately)
 4. Concentrate on governance, not management
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Hallmarks of Highly Effective Boards

5. Focus on strategic issues that matter
6. Emphasize institutional perspective, not personal agendas
7. Listen to constituents but without veto
8. Enhance and nurture the legacy of the institution

Hallmarks of Highly Effective Boards

9. Recognize the board's responsibility to students to provide a quality education (academic quality is yours)
10. Balance advocacy and oversight
11. Commit to due process and academic freedom
12. Commit adequate time and energy to do the board's work (governance, update policies...)

Hallmarks of Highly Effective Boards

- 13. Balance institutional needs and welfare with the state's needs and priorities
- 14. Impose the highest ethical standards
- 15. Speak with one voice
- 16. Commit itself and the institution to due process and academic freedom

Hallmarks of Highly Effective Boards

17. Make orientation of board members a priority
 18. Ensure fiscal integrity and preserve institutional assets
 19. Assess institutional leadership and the board's performance for continuous improvement
 20. Participate and enjoy the experience
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Responsibilities of Individual Trustees

1. To seek to be fully informed
2. To support the mission of the university
3. To speak one's mind at board meetings but support decisions made
4. To understand the trustee's role as policymaking and not management
(Results Not Process)

Responsibilities of Individual Trustees

5. To strengthen and sustain the president while asking probing questions and exercising critical judgment
6. To communicate promptly to the president and board chair any significant concern or complaint and then let the president handle it, unless the complaint concerns a board member

Responsibilities of Individual Trustees

7. To defend the autonomy and independence of the institution
8. To maintain an overriding loyalty to the institution and not to a constituency

Responsibilities of Individual Trustees

9. To maintain a decent respect for the opinions of fellow board members and a proper restraint in any criticism of the institution.

(Civility)

10. To not allow end runs, realizing it destroys
TRUST

Responsibilities of Individual Trustees

11. To recognize that only the president is the spokesperson for the institution and the board chair is the only spokesperson for the board.
12. To foster openness and TRUST among board members, the administration, faculty, staff, students, state government, and the public.

Responsibilities of Individual Trustees

13. To remember the system and its institutions were created to help the state and its citizens.
14. To recognize that no board member shall make any request or demand any action that violates the written policies, rules or regulations of the board or the university.
15. Only the body corporate can demand.

Responsibilities of Individual Trustees

16. To maintain the highest ethical standards and to never allow any conflict of interest.

17. To not rush to judgment and to give everyone the benefit of the doubt.

HOW TO BE
(or become)
A GREAT
BOARD MEMBER

Great Trustees ...

- Be engaged
- Keep learning (clippings, Trusteeship, AGB meeting, ...)
- Know your colleagues (personally)
- Keep students first
- Avoid the shoelace syndrome

Great Trustees ...

- Think strategically
- Advocate as well as oversee
- Make meetings teaching moments
- Remember, the body corporate

Great Trustees ...

- Remember, you are always a board member
 - Learn the board culture
 - Respect your fellow board members and earn their respect and trust
 - Remember policy, not management
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Great Trustees ...

- Support your president
- Remember institutions are fragile:
watch what you say and how you say it
- Remember, it is not about you individually
- Read and be prepared
- Have fun and enjoy

KEY WORDS

1. TRANSPARENCY
 2. ETHICS
 3. TRUST
 4. ACCOUNTABILITY
 5. ENGAGEMENT
 6. PARTNERSHIPS
 7. LEADERSHIP
 8. RESULTS
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Thank You

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