



2012

Board Member's Guide



Chapter Leader Training

NMA...THE Leadership Development
Organization

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INTRODUCTION

From earliest times, Americans have had the drive and ability to form successful associations for mutual protection, mutual aid, or mutual profit. Activities like quilting bees, barn raisings, and volunteer fire departments have proliferated to the point where almost every facet of our lives is affected by some organization or other, and all these organizations have one thing in common -- a board. This may be a board of directors, board of control, or board of trustees. The name is not important, but its function is. The importance lies in the fact that a group of the organization's members is sitting in an official capacity to direct the destiny of the organization. The board's relationship to the organization is one of control, trust, and assistance so any of the above names for the board would be appropriate.

Perhaps the tradition of having a board is so deeply ingrained and accepted by American organizations that often the purpose of the board is not seriously considered. The role it should or can play is never achieved. There are many organizations where the board is merely a rubber stamp for the officers. On the other hand, in some organizations the board acts as a "super committee" happily going along making decisions on even the smallest operational procedures, which are really the prerogative of the officers or committee members.

Actually, there is a clear-cut distinction between the functions and responsibilities of the board and those of the officers that make for a vibrant, thriving organization on a long-range basis. That's the purpose of this guide -- to provide a fundamental understanding of the planning and policy-making functions of the board and at the same time provide some specific operational guide on how to be a more active and effective board member.

GETTING STARTED AS A BOARD MEMBER

ATTITUDE IMPORTANT

There is considerably more to being a board member than winning an election, or having a broad knowledge of your association or even having a burning interest in serving your fellow members. As a board member you will have a major adjustment to make in attitude and outlook toward your organization.

BROADENED VIEWPOINT

No doubt you come to the board with much experience and background in the chapter's daily operations. You are familiar with details and are accustomed to "doing." Now as a board member you must change your point of view to that of planner and policy maker and put behind the urge to become involved in day-to-day operations. For most, this is the hardest part of being a board member.

FORM OWN DECISIONS

While your viewpoint may be shaped or influenced to some extent by external pressures, mostly it is a result of your own thinking and reasoning. You should place the larger interests of the organization, that is, what is best for all members, over your personal interests or those of a faction. Serving special interests is an easy trap to fall into. Some groups or even individuals can be persuasive and lead you in a direction, which is not consistent with the objectives of the association. In the end, each board member is honor-bound to cast his or her strength toward the larger purpose -- the course of action that leads to breadth rather than narrowness.

REPRESENTS MEMBERS

The board member must serve as an effective intermediary between the officers and the members he/she represents. You have the responsibility of representing the needs and opinions of various groups, but you should not force these upon the others at the expense of the total organization. Board members must keep focused on the larger purpose of greatest good for the whole membership.

SUPPORT THE BOARD

As a board member you have the responsibility of supporting the board's actions and decisions, even when you may disagree with the majority. A basic value of the board is that it provides for collective wisdom. Better plans and decisions are likely to be reached when several minds tackle the challenge. They can weigh and balance the alternatives from which crucial collective judgment can be made. So the time to make your opinions felt is during the board meeting. Once the board has made a decision, you and all board members have a moral obligation to support the decision of the majority.

FULL DISCUSSION NEEDED

Board members should insist upon a full discussion of each issue, but prolonged, repetitious dialogue should be avoided. Keeping the meeting moving along at a meaningful pace is the responsibility of the chairperson, but all board members can help by disciplining their own comments.

KEEP INFORMED

You should expect to be informed. It is the duty of all who have business before the board to thoroughly present their cases and be sure each board member understands the issues. By the same token, you have the obligation to ask questions if you don't fully understand. It is your basic right and duty to ask questions...and the questions that to you may have seemed stupid will often put the whole discussion on a sounder basis.

FUNCTIONS OF THE BOARD

Even a very small organization finds it difficult to operate on a strictly democratic, or "town meeting," basis...and if this is true for an organization of a few dozen members, imagine the difficulties in an organization of several hundred. Chapter business just can't be handled with the necessary dispatch if members have to vote on every item that requires a decision.

DIVISION OF RESPONSIBILITY

The board, of which you are a member, is representative of the membership and was established by and through the authority of the chapter constitution to give overall guidance to the organization. Such authority is described in general terms which allows the board considerable latitude to define the role it retains for itself and the role it passes on to the officers. The area between the authority that is retained by the membership and the authority delegated to the officers is the arena in which the board functions. Because the board is the middleman between the membership and the officers, it is of keystone importance that there is a clear-cut understanding of the division of authority and responsibility between the board and the officers; and between the board and membership.

Stated briefly, the officers are the operating managers. They are responsible for details of the meetings, personal leadership courses, and all the other activities that keep the organization going on a current basis. On the other hand, the board serves as planner and navigator who sets the course and checks the progress.

FUNCTION OUTLINED

Much of the difficulty of being "in the middle" stems from a lack of understanding of the functions of the board. It is absolutely essential to clearly understand what the board is supposed to do and not do. With such understanding the board can delegate authority to the officers with assurance there will be no conflict of interest or lack of compatibility between the two groups. And finally, the membership should understand the functions of the board, which can be summarized in five major categories.

1. Legal Identity

The board, as representative of the membership, constitutes the legal personification of the organization and is responsible for its continuation. This is accomplished:

- a. through the provisions of the constitution and by-laws
- b. by executing legal contracts in the name of the organization
- c. by approving requirements for membership and issuing evidence of membership

2. Trustee of the Membership's Interests

The board looks out for, and protects the interests of the membership with respect to:

- a. receiving and accounting for the organization's assets
- b. plans and policies that will assure the continuity of the organization
- c. establishing standards and maintaining the quality of program and activities
- d. maintaining a continuous program of member and public relations
- e. plans and policies that affect the character and personality of the organization

3. Plans

The board must consider and adopt plans with respect to:

- a. Viewpoints: These are the moral and ethical considerations...the base... from which the organization operates.

- b. Objectives: The objectives indicate the direction in which the organization plans to move.
- c. Goals: Goals are the plans that indicate how far and by when the organization is expected to move toward its objectives.
- d. Policies: Policies are statements made by the board that mark or delineate the pathways to various achievements.
- e. Resources: The board makes plans on how the organization will use all its resources including people and facilities as well as finances.
- f. Meetings: The board establishes plans which spell out the purpose, content, and expected results of both board meetings and meetings of the membership.

4. Operating Requirements

It is the responsibility of the board to provide plans for and establish operating requirements. These include:

- a. Authorizing an annual plan of activities and the financial budget to cover these.
- b. Providing procedures, by-laws, and constitutional provisions to develop capable operating officers.
- c. Assigning operating personnel their responsibilities and delegate to them the necessary authority by means of position descriptions, policies, and by-laws.
- d. Conducting productive board meetings.

5. Measures and Controls

The board should appraise the effectiveness of operations by establishing measures and control to:

- a. prevent unauthorized actions by any person or group in the name of the organization
- b. receive and review reports from officers and others that are accurate and in sufficient detail for the proper operation of the organization
- c. predetermine strategic points in the performance review that will act as warning signals when reached

- d. arrange for an annual financial audit then review the audit for remedial action
- e. provide status reports to the membership

GENERAL OBJECTIVES DEFINED

General objectives need to be defined in terms of attainable goals, which will help the organization to reach its overall objectives. For example, a general objective is to provide personal development opportunities for the members. The board then sets a goal to provide 100 hours of educational courses during the next year. The board then charges the officers with the responsibility of preparing a specific and detailed program reflecting the boards wishes.

ANNUAL GOALS

The board should make it the responsibility of the officers to prepare annual goals, which are in keeping with overall objectives. The officers must then support the goals with specific plans for the year along with a realistic budget. The goals, plans, and budget require board approval (often with some give and take), but once approved, are the responsibility of the officers to carry out.

LONG RANGE LOOK

The board has a big job to do in planning ahead. If the board has properly delegated responsibility for current operations to the officers, then it has time to consider long range stability and growth. It is not unusual for boards to look five years in advance, and lay tentative goals for the next two years. In this connection, boards should work very closely with their company advisors so those chapter plans are compatible with and complement the long-range plans of the company.

RESPONSIBLE FOR PLANNING

Planning ahead implies that the board needs informational input. Questions must be asked and answers sought. What are current and future membership profiles? What will be the trend in the membership's growth and composition? What are the needs of employees both now and in the future? How do these apply to our members? What should we be doing to prepare our members to fill these needs? The board should turn to NMA as a source for guidance; consider business publications and books; ask company professionals involved in manpower planning and development; or consult officials of local educational institutions. The important thing is to base planning on solid knowledge.

AWARENESS OF CHANGE

The board's role is one of continuous measuring to see that current and future needs will be met. Changing conditions should be reflected and sometimes these occur quickly. A Company merger or

acquisition may drastically alter the character of the membership. A rapid rise in membership may require greater effort toward providing information about company operations. The board should react rapidly and professionally in situations such as these so that the officer team will have definite guidance in providing the necessary services.

PROVIDE CONTINUITY IN LEADERSHIP

New officers are selected every year, but members of the board should have longer terms to provide a continuity of leadership. Two years is the most popular length, although three-year terms are not uncommon. Elections should be staggered. If the board is made up of ten members (each with a two-year term), five should be elected each year. While it is not recommended that officers be reelected to the same office, board members can, to good advantage, repeat, although this should be restricted to two or three terms. This carry-over at the board level makes for a smoother leadership transition from year to year, and perpetuates sound long-range planning.

CONTROL

The board is responsible for maintaining reasonable control over the organization's activities. Controlling is solid planning. Once the board approves goals, plans to reach these goals, and the supporting budget, the activities for achieving these become the responsibility of the officer team. As long as the officers' actions are consistent with the guidelines of the approved plan and within the allotted budget, the board must not interfere. There is real danger when the board acts as a "super committee" by involving itself in every little decision, which is rightfully the prerogative of the officers.

However, if the officer group is not reaching its goals, or is overstepping the limits of the budget, the board has the responsibility to take remedial action.

REGULAR REPORTS TO BOARD

Reports concerning the progress of activities, exceptions, and financial conditions are submitted to the board on a regular basis -- usually at the monthly board meeting -- by the president or members of his or her leadership team. The board should encourage and offer guidance to the officers to present meaningful, creative, and useful reports.

However, reporting merely for the sake of reporting should be avoided. Reports are tools for the board to use in its control function. If frequent reports are relevant and are used by the board, then they should be received. If certain frequent reports bear little usefulness in the boards control responsibility, then they should be curtailed or eliminated, as the situation dictates.

EFFECTIVE RELATIONS

The board has the responsibility of working effectively with the president, and through that individual with the officers and other members of the leadership team. A clear-cut understanding on the part of the board and that of the officers about who is responsible for what makes for a smooth-operating organization.

EVALUATE

The board through reports alone can't evaluate some things. For example, evaluating the performance of the officer team. If meetings are badly run, speaker's poor, or running overtime, the board has the responsibility to talk to the president about correcting these things, as they become evident. Waiting for a year and then submitting an evaluation report is obviously too late to make corrections.

A general evaluation of the total year by the board to the general membership is in order to see that the organization's objectives are being achieved. The president can be responsible for collecting the evidence and presenting the findings, but the board has the responsibility for evaluating the year. It is recommended practice to make intermediate evaluations, on a semi-annual or quarterly basis.

Evaluations are the result of the collective thinking of the board. Any action growing out of the evaluation likewise must be that of the whole body. Individual board members are cautioned that it is unauthorized and improper to assume that they can speak for the board, whether or not the board has concurred on the subject matter in question. In short, taking the example above, about poorly run meetings, any remedial action directed to the president must come only through the official channels adopted by the board and is a matter of record.

POLICY MAKING BODY

The board establishes policies to cover continuing or recurring situations where a uniformity of action is desirable. For example, a policy is established about how many times a non-member who is eligible for membership may attend a meeting as a guest. The board, or the president speaking at the board's direction, will make a policy statement "...employees eligible for membership in the association may attend one meeting as a guest of the chapter, and thereafter must become a full-fledged member in order to attend future meetings."

Policy matters must be recognized and understood by the general membership -- not just the president and officers. As policy, it is the board's responsibility to see that it is publicized and understood by the membership.

SUPPORT THE OFFICERS' TEAM

Once the board has given its approval, as a body, to the plans, which the officers have recommended, the board should give the officer team its full support. There will be differences, exceptions, and minority reports, and there will be compromises, but these should be based upon principles, new or additional information, and honest beliefs. Once resolved within the confines of the board meetings, the leadership should be united in purpose and working for the common good.

PLAY BY THE RULES

The board is responsible for developing the rules and procedures for governing its affairs, which are within the provisions of the constitution. Roberts Rules of Order should be established for the orderly conduct of business, then observed.

SET THE EXAMPLE

The board must work toward keeping its own membership able and active. By setting an example as an active, concerned, and contributing body it will attract capable candidates for seats on the board. Further, the board can insist upon extensive leadership training to develop a pool of new talent from which to draw the organization's future leaders.

SELECTION OF CHAPTER LEADERS

It is the responsibility of the board to see that all provisions of the constitution and by-laws are met with respect to the people ultimately selected for leadership positions. This applies even though, in some cases, the board does not select the chapter leaders directly, but is influential in the final selection by indirect means.

UPDATING BY-LAWS

Keeping the by-laws up-to-date is a continuing responsibility. A total review of the by-laws should be made periodically, preferably at the start of each administrative year. Each item in the by-laws should be scrutinized for relevance and compatibility with current operational needs. However, some changes or additions may be necessary during the year. Prompt, but thorough investigation and discussion should precede enactment.

BOARD INITIATES IDEAS

The board may generate new ideas. In fact, this is one of the major responsibilities of the board. Normally a person presenting a new idea at a board meeting will come prepared, by having thoroughly researched the idea so that any precedent and all facts and figures to support this position are available to the board. On the other hand, there are times when the board should invest time to discuss in a general way ideas

they might have about possible programs or activities. When a "look at the future" session is coming, board members should be alerted and advised of the subject areas to be covered. With the chance to think about it in advance, their contributions will be more meaningful.

BASIC AUTHORITY OF THE BOARD

RESPONSIBILITIES RETAINED BY THE MEMBERSHIP

The ultimate and total authority of an organization is given to the members through the granting of a charter for the organization. In practice, however, it is almost impossible to operate if every decision and every operation is left to the direct action of the members. As a result, the general membership delegates most of its prerogatives to the board. But there are some things so basic that they must be retained by the membership.

1. The membership can, within the constitution, delegate more authority or less authority at any given time. However, at no time does it relinquish the prerogative to delegate or take back authority from the board. Thus, the board is always the servant of the general membership:
2. The membership retains the right to determine the basic purposes and aims of the organization.
3. The membership retains the right to elect the board of directors.
4. The membership retains the right and the obligation to review and to accept or reject the policies of the organization and the end results achieved.
5. The membership cannot delegate its responsibility for functioning as a democratic society dedicated to personal and professional development.

RESPONSIBILITIES RETAINED BY THE BOARD

The general membership, then, within the provisions of the constitution, delegates practically all of the business decisions of the board. The board, in turn, delegates most of the operational authority to the officers. However, the board always reserves to itself the responsibility for:

1. Maintaining the aims and purposes which characterize the organization
2. Making sure the organization's actual performance is at least equal to the performance promises made through the constitution and current plans which constitutes the basic authority and responsibility of the board.

BOARD COMPOSITION

The boards of NMA affiliated organizations vary widely in size, method of appointment, and other characteristics. In part, these differences are due to the size of the organization. More likely, the differences reflect the differences in time, place, or background under which each constitution was written. Chapter leaders must not allow themselves to become "prisoners" of the constitution and by-laws. These guidelines are not written in stone. They must be amended from time to time to reflect organizational, societal, and individual changes.

BOARD SIZE

There is no one ideal size for a board nor is there a simple formula for arriving at an answer. Experience has shown that 4 to 10 elected board members works out quite well. This is a small enough group that it is not a major operation to set up a meeting. It is large enough, however, to give good representation in most cases.

Where the organization's officers and/or committee chairs sit as members of the board, a practice that is not recommended, it may be necessary to exceed the 4 to 10 range so that the number of elected members of the board is greater than the number of officers and chairmen on the board. This is necessary to assure that the majority of the board is not involved in operational responsibilities, and can meet the board's responsibility to evaluate the officers' performance without bias.

FUNCTIONAL/DEPARTMENTAL GUIDES

It is important that members of the board represent a full spectrum of the membership. Board members may represent for example, production, engineering, administration, and marketing departments, from these departments or functions. This tends to provide a balanced input for determining goals and setting policies.

BOARD MEMBER QUALIFICATIONS

Experienced leaders who have demonstrated their competence are prime candidates to become board members. These are people who have organization knowledge, have been trained in leadership, and who have the enthusiasm to contribute to, and guide, the organization's progress.

While a minimum prerequisite of one year as an officer or as a committee chair would be desirable, it is not always possible to get a sufficient number of candidates with this experience. However, there are a number of characteristics to look for in a candidate:

1. The ability to contribute to board balance. This refers not only to the basic considerations discussed above, but also personality traits, education, and other characteristics.

2. Success in one's principle field of endeavor.
3. Status among one's fellow members.
4. Maturity, not only in years, but also in thinking and action.
5. Interest in the association. Board members should have a thorough working knowledge of NMA, its general purposes, programs, national events, and personalities.
6. Willingness to spend the necessary time required to be on the board.

FRINGE BENEFITS OF BEING A BOARD MEMBER

It is understandable if you approach service as a board member with a twinge of apprehension. The responsibility is a large one, not to be taken lightly. Yet the path is not without markers and the reward for a job well done is satisfying.

It was Aristotle who said, "To become an able man in any profession, there are three things necessary -- nature, study, and practice." You have demonstrated the first requirement through your qualifications and willingness to stand for election as a board member. That you were elected is further evidence that your peers recognize you have the ability to be a good board member.

With the reading of this guide, you have made a start toward the second requirement of becoming an able board member. It will take more than one reading. It will be necessary to study this guide thoroughly and review frequently throughout your tenure of office. But it is a necessity for a conscientious board member.

Your practice start with your first board meeting, continues and is built upon at each subsequent meeting until the very last. Make the most of each of these situations by contributing your full share to the board meeting.

The results of your efforts to become an effective board member are obviously felt first in the operation of your NMA Chapter. But, as was pointed out in the Introduction, Americans are a gregarious people so you probably belong to one or more other organizations.

The skills that you develop as a board member in your chapter will be equally useful no matter what other board you may serve on. Thus, not only does your NMA organization benefit from your study and services, but other organizations can benefit as well.

But most of all, you benefit personally by serving on the board. The association is really a simulator, thus the more active you become, the more simulations you will experience in which you have the opportunity to be the direct representative of the members. Your actions, in a sense, are their actions

and they look to you after their rights and interests. Seeking to do the greatest good for the greatest number is, indeed, a challenge to your ability to hear the evidence, weigh the facts and arrive at a sound decision. It is an experience that will be invaluable in the performance of your daily professional and personal responsibilities and one, which is sure to evoke a warm and personal satisfaction in having served.

