Board Chair Toolkit
For Nonprofit Boards

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Board Chair Toolkit

Board service is truly a labor of love for the mission, vision and values of the nonprofit that you serve. One of the highest forms of this commitment is to serve in the Board Chair role. The Chair is the diplomatic leader of an organization’s most influential volunteers: Board members. The Chair’s ability to lead this group sets the tone for meetings, the board/staff partnership, and dynamics of Board culture for years to come. A successful Board Chair is resilient, communicative, and consistently holds up the faith and values of the organization.

The Toolkit has been prepared to provide a resource to those in the Board Chair role, or for anyone anticipating serving in the role. It can be used as a guide to address the typical responsibilities for the Chair role, and provides leadership tips and ideas that are considered governance best practices.

This Toolkit is focused primarily on the Chair role and does not cover all governance issues. The MHS website provides additional information and resources to support the important work of the Board.

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Board Chair Position Description

Understand and agree with the position description for all Board members along with the following:

1. Read and understand the organization’s bylaws, Board member term limits and other regulatory and financial requirements.
2. Read and learn the history of the organization. Know the programs and services provided.
3. Cultivate an effective relationship with the CEO. Ensure that the CEO has a clear understanding of the expectations of the Board in terms of the goals and strategic direction for the organization. In turn, ensure that the CEO’s questions and concerns are communicated appropriately to the Board.
4. With the CEO, prepare the Board meeting agenda. Draft an annual Board work plan to ensure all critical Board work is scheduled within the year.
5. Prepare for and facilitate Board meetings. Anticipate agenda items that may require additional input and discussion.
6. Make appointments to committees and task forces as bylaws prescribe. Ensure that committees are meeting and regularly reporting on their work.
7. Ensure that effective meeting evaluations and regular board assessments are completed.
8. Encourage ongoing board development: recruitment, orientation and integration of new members.
9. Understand that succession planning for both the Board and the CEO are critical for ensuring there is not a gap in leadership and unexpected transitions are considered before they occur. The succession plan is a dynamic tool that should have frequent review for appropriateness.
10. Utilize a Board mentoring program that promotes Board member engagement. Incoming Board members are assigned a mentor to support them as they learn to know the organization and their role. In this way, new Board members can be developed through peer mentoring and support.
11. Conduct Board exit interviews when members complete their term of service. This is an opportunity to find out what the greatest successes and challenges were, as well as find out what the Board might have done differently. It is an opportunity to personally reflect on the goals/achievements that were developed as a Board member. Use this information to shape the work of the Board going forward.

12. Seek to engage all board members in the mission and vision of the organization.

13. Create a safe environment for dealing with differences, conflict and maintaining relationships.

14. Support activities that create social glue for the Board. Understand the value of relationship and trust with each other.

15. Lead by example and serve as a role model for Board members.

**Board Chair Limitations**

- The Chair has no legal authority unless stated in the bylaws or authorized by the board.
- The Chair takes no action nor offers directives without authorization of the board.
- The Chair counsels the executive; the Chair is not the CEO’s boss but it is through the Chair and Executive Committee that most Board-CEO communications and expectations are made.
- The Chair does not direct the Board toward a predetermined/preferred end.
- The Chair does not generally speak to the public regarding the work of the Board or on behalf of the organization. Operational questions are usually best answered by the CEO or the organization’s communication expert. In certain circumstances, the Chair may appropriately be called to respond to external questions. It would be best practice to seek legal advice on how to respond. When the Chair is in a position to speak on behalf of the Board, he/she represents the position of the Board and organization.
- The Chair does not cause the Board to act outside of legal/ethical constraints and regularly monitors legal/ethical and compliance regulations and requirements.
Preparing for Board Chair Leadership

- If possible, meet with the outgoing Board Chair. Ask for their perspectives, challenges, concerns and insights. Focus on what can be learned from their experience, remembering that you will have a fresh start.
- Meet with other nonprofit Board Chairs in the surrounding region. Use this as an opportunity to strengthen or build relationships both for yourself and the organization. If possible, find a mentor to support you and/or someone that may lend support or advice.
- Take time to reflect on the culture of the Board and organization as you consider your role as the Chair. What patterns and structures should be carried forward and what should be changed to enhance the Board’s work? The Board Chair role is not for one’s personal mission or gain, but is important work that should be grounded in the mission, vision, values and faith tradition of the organization you serve.
- Develop a timeline of activities and goals for Board accomplishment in the first month, three months, six months, year, two years, etc. Knowing what you would like to accomplish (for the good of both the Board and organization) will set the tone for your Chair role and provide you with actionable items to engage the full Board.
- Consider the organization’s strategic plan and revisit the plan or direction if needed.
- Test the timeline of activities and goals with the Executive Committee of the Board and also with the CEO.
- Use the most recent Board Assessment survey for insights on how the Board views their work. If there is no recent Assessment, ask MHS to provide the Board Assessment survey tool at no cost to the organization. This will give you a good overview of Board members’ understanding of their role and the Board’s role.

Creating an Effective Board Chair/CEO Partnership

1. Meet regularly; at least once per month or more depending on the needs of the organization and the work of the Board.
2. Work together with the CEO on agendas for board and committee meetings. Ensure there is an annual calendar or work plan for all Board requirements such as annual audit, annual conflict of interest, annual compliance, every two- or three-years Board assessment, annual CEO assessment, etc.
3. Discuss critical organizational issues with the CEO. It is best practice for the CEO to have a formal job description that outlines the expectations of the CEO for
relating to the Board and in terms of their authority.

4. Ask questions! Learn to know the operations of the organization to better understand the complexities of the CEO role.

5. Recognize and respect the differences in perspectives and roles. Seek to understand the challenges of the CEO’s role.

6. The role of the Board, modeled by the Board Chair, is to obtain information from the CEO, not from others who may or may not have the CEO or organization’s best interest. Follow best practice in the hierarchy of reporting relationship in terms of authority and accountability in the organization.

7. Address concerns as they emerge. A regular communication item for meetings is to address any complex issues or challenges that may negatively and positively impact the organization. Recognize that not all communication with the CEO should be shared with the full board, just as not all board communications are shared with the CEO.

8. Follow through on commitments that are made.

9. Communicate with the CEO immediately following any executive session that does not include the CEO. Put important communication in writing.

Board Meeting Planning and Meeting Leadership

In general, it is the role of the Board Chair to facilitate a productive Board meeting and to ensure that all members fully participate in the meeting in order to accomplish the work of the Board. The following are suggested ways for the Board Chair to serve the Board in terms of planning Board meetings:

1. Ensure that board agendas and materials are well organized and based on strategic issues. Give thought to the meeting in advance; prepare/finalize an agenda; work with those presenting at the meeting to make sure there is understanding on the reporting request.

2. Give overall direction to the planning of the Board meeting.

3. Consciously manage time – it’s a precious resource; begin and end meetings on time. In the event that a meeting is prolonged, check with each member to ensure they are able to stay longer than the established meeting time.

4. Introduce guests and anyone new to the Board at the beginning of the meeting.
5. Review the agenda and ask approval of the full Board. Guide the agenda items within the time allotted. Ensure that appropriate time is given to each discussion item.

6. After a report is given, ask for discussion and comments on the topic.

7. Facilitate the discussion and seek engagement. When in generative brainstorming or free-flowing discussion, interactions and conversation may tend to be less formal with the goal of active participation. Encourage free sharing of thoughts and ideas.

8. When in more formal discussion, particularly with contentious or sensitive issues, it is best for Board members to address the Chair (not each other) when responding to a reported topic or discussion; it helps center the discussion in a broader context.

9. Addressing the Chair also gives Board members greater freedom to avoid personality likes/dislikes with the presenter and/or her or his idea(s).

10. Help Board members stay focused on the matter at hand. Identify agenda issues or topics that belong elsewhere (with a committee, a task force or at a future Board meeting.) Keep members from having “side conversations” by inviting further input or moving the meeting along.

11. If a Board member wishes to address a topic a second time, ask if those who haven’t shared wish to do so before a second round of deliberation or discussion begins.

12. If there is a decision before the Board that reverses a decision made within recent memory, remind members of this fact as well as its impact.

13. If there is a point in the meeting where you are unsure how to proceed, or you are unclear about the general consensus of the members, you can ask the members for guidance on how they would like to proceed.

14. Facilitate the discussion with the goal for the members to come to consensus. Guide the discernment of the members as they share, listen and bring different opinions to the discussion. A Board that can come together in unity and mutual agreement will often take more ownership and responsibility for their decision/action.

15. When a decision is required, discern the Board’s readiness to make that decision and to take action. Depending on Bylaw requirements, you may ask Board members if they are all in agreement for the recommended action or decision, or you can proceed with a formal recommendation and ask for agreement.
16. Discern and address Board members who may not be in agreement in a discussion or when there is not full member approval on an action. Will the disagreeing members support and uphold the decision? Are there other ways of addressing or approaching a decision that could be met with their approval or agreement?

17. It is best practice that ideas, opinions and solutions belong to the Board members; no names are recorded in the minutes as providing specific comments. Only those responsible for taking the decision forward or making a recommendation for approval are recorded.

18. At the end of the meeting, consider any unfinished business and make a plan for how it will be handled in the future.

19. Including next Board meeting dates and Board Committee dates at the end of an agenda are good prompts for reminding Board members of upcoming meetings.

20. An effective Board regularly meets in Executive Session with and without the CEO. A best practice is to include the Executive Session as a standard agenda item. This will set a regular expectation for all. Evaluating how the Board is doing (without the CEO present) is a helpful strategy for building strong Board relationships.

21. End the meeting with comments of appreciation to the full Board (and staff, if appropriate) for their participation and engagement. Seek ways to end meetings with a sense of enthusiasm and commitment to the mission.

22. Take a few moments at the end of the meeting to do a brief meeting evaluation.
Chairing the Board Meeting: Style and Tone Considerations

Thoughtful and proactive planning for meetings is important. Giving good leadership during the meeting will determine the outcome or success of the meeting. The following are suggested ways for the Board Chair to lead Board meetings:

- If not already addressed in Board Policies, set Board member attendance expectations. Meeting attendance should be documented and published in the meeting docket to uphold member attendance expectations.
- Set the tone of the meeting by opening with spiritual grounding, attention to the Anabaptist faith commitment and a focus on the mission of the organization.
- While the Board Chair weighs in on decisions, participates in voting and other procedural motions, the Chair is most successful when they keep their personal opinions and input to a minimum and focuses on the process and discernment of the full Board.
- Develop a Board culture that is welcoming to the spirit of God and an openness to where God may be leading the Board in reflection, consideration and decision-making.
- Facilitate discussion by asking for input, particularly noting when Board members are not participating and/or if members become more vocal and not all members have a chance to comment and give input. The Chair ensures there is equal opportunity for members to speak so that no one dominates the discussion or rambles off topic.
- As appropriate, to ensure full understanding, make summarizing statements to help move the discussion forward and ask questions of speakers to help draw out their meaning and intention/suggested action. Check with members to ensure their summary is accurate.
- It may be necessary to interrupt a member or speaker when they burden the meeting by repeating what has already been said, by speaking at too great a length, or using a tone and language that may be dismissive or hurtful to others.
- Encourage and invite views that are different from the majority. Help to bring out the full range of views on a particular issue or matter in discussion. Invite “minority” views before there is a prominence of just one view or perspective.
- Model courtesy and respect, and insist that others do the same.
- Keep an emotional pulse on the discussions and determine when, or if, the discussion is moving into a direction that
is dysfunctional or potentially destructive in nature.

- Provide continuity and guidance within the historical narrative of the meeting’s decisions on a subject. It may be necessary to remind the members of previous decisions or refer to history of an issue. If unfamiliar with the history of a topic, you may ask a longer serving member for guidance regarding the longer story of the topic.

- From time to time, it may become necessary to gauge a “sense of the meeting” or what is appearing as a general consensus of the members by stating what is forming within your mind.

- At the end of the Board meeting, ensure that the CEO leaves the meeting with a sense of clarity, accountability and empowerment.

- After an Executive Session without the CEO, follow up with the CEO and communicate what was discussed in the Session. This follow up needs to occur as soon as possible after the Session.

- Understand that the Executive Session without the CEO is a time for the Board to communicate; to ask questions and share concerns. To avoid members participating in “parking lot” conversations, it is important that members have time for open communication together. Sharing appropriately with the CEO after the Session is important for trust and Board/CEO relationships.

- Ensure there is appropriate time at each meeting for education and generative discussion. Much of the reporting can be placed in the Consent Agenda to allow meeting time for learning, discernment, and advancing the mission.

- Education and continual learning are important for Board leadership. Attend industry specific regional, state or national conferences, Mennonite Health Assembly and other educational programs that provide important tools, resources and information for service in the Chair role.

- As time and resources allow, also encourage Board members to attend education programs to strengthen their understanding of role and responsibility.

At the end of the Board meeting, ensure that the CEO leaves the meeting with a sense of clarity, accountability and empowerment.
Use of Robert’s Rules of Order

MHS member Boards vary in their approach to conducting Board meetings. Some prefer to use a consensus or less formal decision-making style while others prefer the orderliness of Robert’s Rules of Order (a manual of parliamentary procedure written in 1876 by Henry Martyn Robert, adapted from the rules and practices of Congress.)

A Board decision-making style can be deeply imbedded and shaped by the founding and history of the organization. In the Anabaptist tradition, we value mutual accountability and by tradition believe in a separation of church and state; understanding that Jesus is our model for how to live and be in community. Thus, Anabaptist culture would lean toward a group consensus style for decision-making.

In certain circumstances, a blend of Robert’s Rules and consensus may be necessary and also effective. Robert’s Rules were developed to ensure that meetings are fair, efficient, democratic and orderly. Robert’s Rules are often used when a decision has legal implications or if there are certain ethical or compliance related considerations at hand. Having clear notations on the actions and vote count may be needed in these circumstances. The following represents key procedures from Robert’s Rules:

Types of Motions:
1. Main Motion: Introduce a new item
2. Subsidiary Motion: Change or affect how to handle a main motion (vote on this before main motion)
3. Privileged Motion: Urgent or important matter unrelated to pending business
4. Incidental Motion: Questions procedure of other motions (must consider before the other motion)
5. Motion to Table: Kills a motion
6. Motion to Postpone: Delays a vote (can reopen debate on the main motion)

Every Motion Has 6 Steps:
1. Motion: A member rises or raises a hand to signal the chairperson.
2. Second: Another member seconds the motion.
3. Restate motion: The chairperson restates the motion.
4. Debate: The members debate the motion.
5. Vote: The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes. Any abstaining votes are also recorded.
6. Announce the vote: The chairperson announces the result of the vote and any instructions.
If the board is in obvious agreement, the Chair may save time by stating, “If there is no objection, we will adopt the motion to…” Then wait for any objections. Then say, “Hearing no objections, (state the motion) is adopted.” And then state any instructions. If a member objects, first ask for debate, then vote and then announce the vote.

**Point of Order:** Draws attention to a breach of rules, improper procedure, breaching of established practices, etc.

**Point of Information:** A member may need to bring up an additional point or additional information (in the form of a nondebatable statement) so that the other members can make fully informed votes.

**Point of Inquiry:** A member may use point of inquiry to ask for clarification in a report to make better voting decisions.

**Point of Personal Privilege:** A member may use point of personal privilege to address the physical comfort of the setting such as temperature or noise. Members may also use it to address the accuracy of published reports or the accuracy of a member’s conduct.

**Preparing to Leave the Chair Role**

Identify the “heir apparent(s) using Board succession planning considerations. There will most likely be a Vice Chair, Secretary or other Board position that you may be mentoring to step into the Board Chair position. Boards are encouraged to develop Board member recruitment plans that prioritize Board leadership skills and experience into consideration. Board members that have Chair leadership qualities may be placed in a Chair “track” in terms of creating a development plan for their growth and preparedness for the role.

“While there should be a partnership with the CEO, and Board leadership is shared by the Executive Committee and all Board members, the Chair does hold an important role that requires accountability, stewardship, trust, patience, and commitment.”
Maintaining Health and Balance

Serving in the Board Chair role is not for the faint of heart! Much is required of this role; the responsibility for and well-being of all stakeholders served by the organization rests on the shoulders of the governing body. While there should be a partnership with the CEO, and Board leadership is shared by the Executive Committee and all Board members, the Chair does hold an important role that requires accountability, stewardship, trust, patience, and commitment.

Even the best of Board Chairs can’t do everything, and they shouldn’t! Board Chairs can empower the members. Understanding their motivations for service and promoting accountability within the Board membership is important. Holding others accountable for their roles and responsibilities is not easy, but ensures that the governance structure is trustworthy and high functioning.

Give yourself permission to take time for respite and reflection. Boards are encouraged to have retreat time together for social interaction and for future visioning. Taking time individually to review your accomplishments and consider future goals is also important. If you are taking care of yourself, you can more easily make sure that you can fully respond to the needs of the organization you serve.

While Board work is serious and has deep implications for the life and health of an organization, it should provide great satisfaction and accomplishment. Enjoy the role, have lighthearted times, celebrate milestones and special events, and make sure to maintain a healthy balance.

MHS works to support and enhance your work. We know this toolkit does not cover every situation that might arise in the Chair role. Keep in mind that we have additional tools and resources that may be helpful. When in doubt, just ask MHS!
Connect, Lead, Achieve with Trusted Services from MHS

Mission
Anchored in Anabaptist values, MHS inspires and strengthens health and human service ministries to fulfill their missions.

Vision
MHS is the go-to leader for integrating faith and work in health and human services.