

Beyond the Board Orientation

BY KAREN NASON, CAE

A member of Association X has never served on a national board of directors before and is very excited to be attending his first board meeting. "Charlie" is a little nervous, but eagerly anticipates the board orientation portion of the meeting because it will clarify what he will be doing for the next two years.

After several hours, the orientation portion of the meeting is over and Charlie finds his head swimming with terms like fiduciary responsibilities, confidentiality, duty of obedience... the list goes on. He wonders what all that has to do with being a board member and making decisions. He decides not to worry too much about it at that time and instead focuses on understanding the goals and objectives in the strategic plan.

Several months and a few board meetings later, Charlie runs into a colleague at a cocktail party who strikes up a conversation about a recent board decision and asks Charlie why he voted the way he did. It's clear the colleague has learned how certain members of the board voted. Charlie feels exposed and unsure what to do. He mumbles something about not being able to talk about that and the colleague continues to press him saying, "We've been friends for a long time, you can talk about it to me." Charlie starts to mentally kick himself for being so vocal about the topic during the board meeting.

The next day, Charlie calls the board president in a panic and tells her what happened. The president calls the executive director to say there's a problem with board confidentiality and asks what to do about it.

If you've been working with association boards, you know the scenario described above could happen. If it does, it can create a climate of mistrust on the board or even start a messy investigation to find and discipline the offending party. Obviously, these are not productive activities for a board whose focus should be on the future of the organization. They can draw the board's energy away from creating a positive future for the organization and focus them instead on negative issues.



REAL SITUATIONS

At the Association of Rehabilitation Nurses, we've found that continued board orientation and discussion can be very helpful in educating the board on sensitive matters. We've started using creative techniques to reinforce legal duties of the board or general responsibilities of board members. One of them is the use of "mini-scenarios" to create board discussions about complex situations.

Over the years, I've received panicked calls from board members or have heard complaints during board meetings that they don't know how to handle certain situations. New board members sometimes are caught off guard and don't know how to respond to innocent or not-so-innocent questions from members. Rather than wait for these events to occur, the president and I thought there must be a better way to prepare board members.

ARN has started setting aside 30 to 60 minutes at a couple of board meetings each year to discuss "mini scenarios" similar to the one above. We describe two to three sensitive situations that have happened in the past or scenarios that could very well happen to a board member in the future. These scenarios make concepts such as duty of obedience or conflicts of interest more real and understandable.

Here's a sample of one of the scenarios we've used:

During several consecutive meetings, the board discussed a program that was important to a certain percentage of total

members and was relatively costly to support. Some members of the board were very vocal in their opinions that the association needed to continue with the program. Data about the expense and future viability of the program were shared. At the last board meeting, the board discussed it further and voted to discontinue the program.

A few weeks later, you are attending a local chapter meeting and one of the members approaches you about the board's decision and it is clear that information about how board members voted had been shared. What do you do?

REAL SOLUTIONS

The discussions related to the mini-scenarios are lively and there is a lot of participation. It helps to include the scenarios in the agenda packets that are sent to board members prior to the meeting to give them time to think about the situation and their reactions and responses. Even for long-time board members, these discussions serve as a reminder of the board's fiduciary responsibilities, proper conduct and other important concepts. The discussions help the board understand how to talk to members about how and why specific board decisions were made without getting into unnecessary details about who said what during board deliberations.

We've received feedback from both new and continuing board members that they love these discussions. It really helps them to hear about legal concepts and board duties from their board member peers in addition to staff and legal counsel.

While there are no guarantees that breaches of confidentiality or other legal responsibilities will never happen again, we feel these discussions keep the board members' duties and obligations fresh in their minds and complement the formal board orientation process. ■

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