

**Thriving as a Board Chair**

*Facilitated by Steve Lew*

**Session 2: May 8, 2018**Organizing the
Work of the Board:
Structures and Practices

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**LEARNING OBJECTIVES**

In session two of this series, we’ll build on session one with these learning objectives.

**Learning Objectives**

* Understand how to create the right structures to support the work of the board and the organization.
* Have identified specific changes to adopt or improve your board’s committee structures.
* Have begun to redesign your board’s meeting agendas and structures.

**AGREEMENTS**

**Communication Agreements**

* **Confidentiality** is often defined as “what’s said in the room stays in the room” and we agree not to discuss what happens here in a way that would identify any individual or organization. There is another dimension to confidentiality that includes “asking permission” to share or discuss any statement another person makes of a personal nature.
* **Move-up Participation**. Make space for all voices, experiences and ideas to be heard and shared. Participation includes talking and listening. If you speak a lot, try listening more. And it you tend to sit back and listen, consider speaking up more.
* **Intent is different than impact**, and both are important. It is possible to have a negative impact in another person’s life despite our best intentions. We can assume positive intent rather than judging or blaming, we can respond, rather than reacting or attacking when a negative impact occurs.
* **It’s okay to disagree**. Avoid attacking, discounting or judging the beliefs and views of yourself or others – verbally or non-verbally. Instead, welcome disagreements as an opportunity to expand your understanding.

**PEER CHECK-IN**

**Discuss with 2 to 3 peers**

1. What did you try since our last session? What happened?
2. If you weren’t able to try anything yet, what will you commit to doing?

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**BOARD COMMITTEES & TASK FORCES**

Committees and task forces are ways to structure the work of the board. As the needs and strategies of the organization change so too should its board structures—form should always follow function!

Most boards choose to utilize committees because smaller groups can work more efficiently. Most boards also try to limit the number of committees so that individual workloads can be kept manageable. If board members sit on two or three committees, their time is spread too thin for the committees to be effective. Committees can play a helpful role in building teamwork among larger boards. While they require more administrative management from the staff and committee chairs, they also spread out tasks and expertise efficiently.

Some boards choose not to have committees at all. In some cases, individual board members working directly with staff can be more productive. For example, the treasurer may work directly with the CFO to review financial affairs. When a task is proposed at a meeting, an individual board member takes on the responsibility, involving one or two other board members on an ad hoc basis as necessary. The advantage of assigning responsibilities to individuals rather than to committees is that fewer meetings need to be held and work can be done quickly.

**Purpose of Committees: Governance or Support?**

Each committee should clarify if the purpose is primarily governance, and therefore reports to the board, or management and therefore reports to the Executive Director. Because the role of a committee is to prepare recommendations and frame discussions for the board or for the staff—depending on the purpose—clarifying whether the committee is board-led or staff-led is necessary to ensure clear lines of authority and ultimate decision making.

Board committees can be comprised only of board and staff members. But an organization can choose to include outside members. The board should constitute its committees and task forces with members who are best suited for the work, this might be staff, board, volunteers, partners and others from the community. Inviting non-board and non-staff onto a committee is a smart strategy to engage talent and cultivate potential board members.

**Ensuring Effective Committees**

Two of the keys to successful committees include an effective chairperson willing and able to take the leadership role by facilitating and stewarding the committee’s work. Each committee should have a work plan that outlines the specific responsibilities that it commits to fulfill during the year—with suggested time frame. This agenda should be informed by the strategies of the organization and set by the committee as part of its yearly planning.

**Task Forces**

While board committees tend to be ongoing structures, task forces—also called ad-hoc committees or working groups—are formed as needed to address a particular issue or event and then disbanded when the work of the task force has been completed. The advantage of using task forces is that they are responsive to timely issues and provide the organization with flexibility to its set structures. They are also less likely to become irrelevant like some committees can.



**WATCH OUT!**

**Executive Committees**

While an executive committee might be appropriate in some cases—such as when the board meets infrequently and the executive committee is utilized to coordinate activities in between meetings. Executive committees can pose real dangers to good governance by vetting issues too thoroughly before the full board has had a chance to engage, or by side-stepping the board entirely, essentially becoming mini-boards.

**Remember that the full board governs collectively and should never abdicate its duties to a sub-set of the board.**

**TIP! Committee Check-up**

Annually assess structures to ensure they are still relevant and productive. Revise or disband as needed.

Review bylaws and ensure that the required committees are essential and that committee structures are not too proscriptive, static and inflexible.

**Example of Committee and Task Force Structure**

Committees are standing committees and regularly meet. *Italics* indicate task forces which are not standing committees; once the work of the task force is complete, the group disbands.

Recommend using the term “working group” to distinguish between governance committees and committees that support management functions.

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| **GOVERNANCE** | **MANAGEMENT SUPPORT** |
| **Committees** | **Working Groups** |
| **Board Led**Executive Director PartnershipStaff Support as Needed | **ED/Staff Led**Individual Board VolunteersCommunity Members |
| **GovernanceCommittee** | **FundraisingWorking Group** |
| **AuditCommittee** | **Program EvaluationWorking Group** |
| ***ED SearchTask Force*** | ***ConferencePlanningWorking Group*** |
| **HYBRIDSDual-Function Governance and Management Support** |
|  | **FinanceCommittee*****Strategic PlanningTask Force*** |  |

**Sample Committee Charter: Finance Committee**

Purpose: The finance committee is responsible for assisting the Board in ensuring the organization is financially sustainable and meeting its fiduciary and compliance responsibilities, and supporting the staff in financial management.

* **Reports to:** Board of Directors.
* **Staff to the Committee:** ED and/or lead finance staff, if one, such as CFO, Finance Director or Finance Manager.
* **Committee membership:** Members can include both Board and non-Board members. All committee work is done in partnership with and through the leadership and enabling of assigned staff. The ED makes all staff assignments. The committee does not usurp the authority of the Board, and neither directs nor oversees staff.
* **Frequency of meetings:** As necessary, estimated at six times per year.

The work of the committee revolves around 5 major areas:

*1. Ensure that accurate and complete financial records are maintained:*

* Review and recommend financial policies to the board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices.

*2. Ensure that accurate, timely, and meaningful financial statements are prepared and presented to* *the board:*

* Partner with the staff to present quarterly or monthly financial statements to the board.

*3. Support budget preparation and monitoring:*

* Support the staff (as needed) to prepare a budget that reflects the organization’s purpose, values, strategies, goals and needs.
* Present the budget for board approval annually. Ensure budget modifications and projections are made as needed.
* Monitor income and expenditures against projections;

*4. Help the full board understand the organization’s financial health and sustainability:*

* Ensure that the board as a whole is well informed about the organization’s finances and financial model.
* Lead education efforts to increase board members financial literacy and understanding of financial matters.
* Frame discussions related to financial health and sustainability for the board meetings.

*5. Ensure compliance with federal, state, and other requirements related to fiscal matters:*

* Ensure that organization maintains adequate insurance coverage.
* Ensure that the IRS Form 990, other forms, and employment and other taxes required by government are filed completely, correctly, and on time.
* Ensure that the organization has the proper risk-management provisions in place.

**EXERCISE: Self-Reflection Assessment**

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|  | **No/Never** | **Somewhat/Sometimes** | **Mostly/Most Times** | **Yes/Always** |
| We have the right committee structure to support the work of Board governance and individual volunteerism in management support. | 1 | 2 | 3 | 4 |
| All committees have articulated charters (job descriptions) and work plans. | 1 | 2 | 3 | 4 |
| It’s clear if committees report to the board or to the executive director, how decisions are made, and who has ultimate authority. | 1 | 2 | 3 | 4 |
| We include non-board and non-staff members on committees to engage more volunteers, add capacity, expertise and cultivate potential board members. | 1 | 2 | 3 | 4 |
| We have carefully matched individual board members’ strengths, talents and interests to their committee assignments. | 1 | 2 | 3 | 4 |
| Committees related to governance do not usurp the power of the full board by pre-empting governance decisions.  | 1 | 2 | 3 | 4 |
| Committees provide the full board with written progress reports on work plans items so that board members are kept informed. | 1 | 2 | 3 | 4 |
| Committees do not report-out at board meetings but rather frame meaningful discussion questions for dialogue. | 1 | 2 | 3 | 4 |
| We carefully distinguish between committees that need to be standing and which should be ad-hoc or task forces. | 1 | 2 | 3 | 4 |

**NOTES**

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**BOARD MEETINGS**

For effective and engaging board meetings, you must consider three aspects:

* + - * **PREPARATION FOR THE MEETING**
			* **AGENDA DESIGN**
			* **RUNNING THE MEETING**

**PREPARATION FOR THE MEETING**

**Board Packets**

To ensure full participation, executive directors should prepare board packets and send prior to board meetings. A thoughtful packet not only provides the board with the information it needs for the meeting, but increases confidence in the staff:

* **Background Information:** Board members need information that will set context for the discussion planned for the board meeting. If approval of a new program or a new budget is on the agenda, a clear statement of the proposal must be in the packet, along with discussion questions.
* **Ample Time**: Board members need enough time to read the packet. At least one week in advance is common.
* **Logistical Information**: Critical, but often overlooked, the packet should include the meeting location, directions to the meeting, conference call line or virtual meeting instructions (when appropriate), cell phone numbers for last minute needs, and an annotated agenda.
* **Updates**: Brief updates on priority matters, such as financial status and any organizational changes. In financial information, board members need to be able to tell easily (either from the statements or from a cover memo) whether the organization is on budget, is financially sound: in short, "what do we need to understand?" Other FYI items such as funding updates, program updates, special news about staff or the board should be included in the packet so that the meeting time can be allocated for discussion—information transformation—versus information transmission.

**Meeting Agreements**

To ensure healthy communication and foster a positive board culture consider establishing meeting agreements. Here are a few examples we use at CompassPoint:

* **Try on new ideas and perspectives**. Open your mind to new ideas. Be open to change; change does not imply blame or criticism of the past.
* **It’s OK to disagree**, but not OK to shame, blame, attack, or discount yourself or others. Seek instead, through deep listening and open questions, to help individuals find their own clarity.
* **Step up** **participation and listening**. Stay engaged and act in ways to help others stay engaged. No dominating and no hiding.
* **Be aware of intent and impact**. It is possible with the best of intentions to have a negative impact. Be open to learning and seeing “hard realities with soft eyes.” Turn from reactive judgment to compassionate inquiry.
* **Don’t come to consensus too soon**. It’s OK to let things simmer and it’s OK to change your mind. Create a parking lot for unresolved issues that the board needs to revisit at a later date.

Once you have agreements in place, evaluate your communication efforts by periodically asking: “How well are we living up to these agreements? Have we incorporated them so well that they have become ingrained? And, when we don’t honor them, how should we hold ourselves accountable?”

**AGENDA DESIGN**

To support the interdependent relationship between the ED and the board, the agenda should be co-created with the ED, the chair and/or another board member. This ensures that both balcony and dance floor perspectives are considered.

* **Inquiry Based Agendas: Ban Report-Outs**: During board meetings replace verbal report-outs with questions on the agenda that will provoke discussion. To help make this shift from information transmission to information transformation (dialogue), design agendas with framed questions to prompt each topic area. If there are no relevant questions to go with a topic, then the information that it pertains to should be included in the board packet but doesn’t need space on the agenda. Creating an agenda this way reinforces the expectation that board members come prepared. Read the excellent book [Governance as Leadership](https://www.boardsource.org/eweb/DynamicPage.aspx?Action=Add&ObjectKeyFrom=1A83491A-9853-4C87-86A4-F7D95601C2E2&WebCode=ProdDetailAdd&DoNotSave=yes&ParentObject=CentralizedOrderEntry&ParentDataObject=Invoice%20Detail&ivd_formkey=69202792-63d7-4ba2-bf4e-a0da41270555&ivd_cst_key=&ivd_prc_prd_key=F1A03B3F-D1AF-4561-82EB-345FE79BC230) for more on inquiry agendas and how to frame discussions.
* **Themes or Hot Topics**: As part of periodic board planning, identify the two or three most important issues that your board must address this year and use those “hot topics” to create overarching themes for board meetings. This will help you draft meaningful questions for the agenda and signal to the group the importance of the discussion. It will also link meetings from one month to the next so that there is continuity and momentum.
* **Most important issues first:** It’s common for meetings to begin with the more mundane housekeeping items so that, in theory, they are quickly dispensed with and the remainder of the meeting can focus on the most important topic. But in practice, what often happens is that the meeting runs late and the topics at the end of the agenda get short shrift. Instead, start with the most important topics when the board is feeling energized and not pressed for time.
* **Consent Agendas:** To ensure more time for robust discussion, adopt a consent agenda format to handle uncontested, routine business that does not require discussion. Typical items in a consent agenda might be acceptance of minutes, final approval of items already vetted, and acceptance of routine reports. Such items are grouped into one agenda item and the entire set is approved in one motion.

**WATCH OUT!**

**Consent Agendas**

Although consent agendas are a good efficiency mechanism, be careful that important items that really do warrant discussion are not pushed through without proper vetting. To ensure that items are indeed appropriate for the consent agenda, provide sufficient background materials in the board packet that is distributed ahead of time. Allow members to request that an item be pulled out of the consent packet if they feel a discussion is necessary.

**RUNNING THE MEETING**

**Shared Responsibility**

There are various roles needed in any well-run meeting. It is ineffective for one person to perform all roles. Consider rotating responsibility so that more individuals are “holding” the meeting’s goals:

* **Discussion Leaders:** Those identified ahead of time to lead a discussion. This is a particularly useful role when using an inquiry based agenda.
* **Timekeeper**: Helps keep the group on-track. If an item is going over time, the timekeeper will check with the group to decide whether to adjust the remainder of the agenda or utilize a “parking lot” for items that need to be returned to at a later date.
* **Visual Recorder**: Meeting participants can lose track of what has been said in a discussion and how the group’s comments are (hopefully) building toward conclusions. There is always someone taking minutes and while these provide the legal record, they aren’t designed to support the progress of discussion. In addition, have someone chart or use a white board of the ongoing comments where everyone can see. Use each speaker’s words as much as possible.
* **Minute Taker**: Most boards require the secretary be responsible for taking the official minutes, but this could also be a staff person assigned to the task, such as the executive director’s assistant.

**Engaging Everyone: 1-2-4 All Format**

When a group is large (e.g. eight or more members) it is difficult to hold a sustained conversation where everyone is able to participate and contribute. “**1-2-4 All”** is a simple process that gives everyone a chance to share their thoughts while maintaining an efficient use of meeting time.

* 1—Ask everyone to take a moment for individual reflection and write their comment or question on an index card.
* 2—Turn to someone and compare notes.
* 4—Find another pair and compare notes again.
* All—Each group of 4 shares the highlights with the full group, comments and questions are then visually recorded.

**EXAMPLE Board of Directors Meeting Agenda\***

Date: XX Time: XX

Location: XX Dial-in Number: xxx-xxx-xxxx

**Meeting Objectives:**

At the end of this meeting the board will have:

* Deepened our understanding of our current financial health.
* Engaged in a conversation about our violence prevention programming.
* Clarity about the newly adopted fund development plan and each member will understand their role in the plan’s implementation.
* Taken vote on the consent agenda.

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| **Time** | **Topics & Discussion Framing\*\*** | **Anticipated****Action** | **Discussion Leads** |
| **5 mins** | **Welcome & Agenda Review*** Ice-breaker: Share an experience you had since our last meeting that connected your passion to our work here.
 | n/a | Chair |
|  |  |  |  |
| **1 hour** | **Program Discussion: Staff Considering New Art Program within Violence Prevention – Input Invited***Documents to review prior to meeting: Program staff report.** Is an arts program aligned with who we are?
* How will this impact our other programs?
 | Board members provide perspective for staff consideration.  | Program Director & Student |
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| **15 mins** | **Finance Committee Discussion:***Documents to review prior to meeting: Financial statements and article on financial sustainability:** What does the board most need to understand about this proposed budget modification and our financial position?
* What is our level of comfort with the amount of risk in this budget?
 | Vote on budget modification | Treasurer and ED |
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| **15 mins** | **Fund Development Committee Discussion:***Documents to review prior to meeting: Fund development plan and chart of individual fundraising commitments:** What does the board most need to understand about this proposed fund development plan and our expectations?
* What do you need to be set up for success in your fundraising activities?
 | Affirm individual board member work plans and identify support needs. | Fund Dev Chair |
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| **15 mins** | **Governance Items:***Documents to review prior to meeting: Minutes from August, officer slate, recruitment priority document:** Consent agenda (minutes, officer slate for elections)
* Any suggestions to the board recruitment document; does it reflect our current of priorities and needs?
 | Vote on consent agendaRevise recruitment priorities for governance committee to continue its work. | Vice chair |
|  |  |  |  |
| **10 minutes** | **Adjourn*** Affirm action items/follow-up
* Confirm next meeting date/time and facilitation roles
* Alert board to upcoming calendar items
 | n/a | Chair |

*\* Agendas to be customized per organizational work plan and as needed to reflect organizational needs.*

*\*\* Discussion Items: Committee reports should not be read in the meeting. Information should be included in the board packet and reviewed in advance. Discussion leads are to ensure that these items include guiding questions, framing context, reference materials if needed, and any action required by the board.*

**Exercise: Agenda Redesign**

**Meeting Objectives**

At the end of this meeting the board will have:

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| **Topics & Discussion Framing** | **Anticipated****Action** | **Facilitator/Lead** |
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**BOARD CHAIR AND EXECUTIVE DIRECTOR PRACTICES FOR SUSTAINED ENGAGEMENT**

The board meeting and committee suggestions discussed in the previous sections will go a long way towards increasing and focusing engagement *during meetings*, but sustaining engagement *between meetings* is equally important.

**Don’t forget about the “MENU” of volunteer opportunities for board members**! The single best way to sustain engagement is to ensure that board members have roles that inspire, motivate and fulfill them.

Beyond what we covered in session one, here are additional practices:

**Board Chair Practices**

* In the "off months," check in with other officers and committee chairs about how they are doing. Ensure they are clear on their responsibilities and ask if they need support.

**A good chair runs a good meeting. A great chair runs between meetings.**-- Jeanne Bell, Former Executive Director, CompassPoint

* Create an annual board calendar with board meetings, committee meetings, and other organizational events so that everyone has a snapshot of the whole year and is looking beyond the next month.
* Partner with the executive director to create a board packet that serves as a through-line, explicitly connecting conversations from prior board meetings to the next.
* Reach out to board members one-on-one to see if they are engaged. Ask about their strengths and interests and suggest roles and assignments that are a great match for them and help keep momentum going.

**Executive Director Practices**

* Send a very brief weekly or bi-weekly email to board members letting them a few items of interest. For example, Jeanne Bell (CompassPoint’s former executive director) used to write a weekly email to the board called the “Friday Five”. It included 5 bulleted items around a particular theme. Some examples are:
	+ Five pieces of client news
	+ Five ideas about what board members can do to support the organization this week
	+ Five insights about current events and how they are impacting the organization
	+ Five things that are keeping you (the ED) up at night
	+ Five of my favorite resources or articles
	+ Five things to know about our donors
* Create a “What’s App” group text and share photos, staff news, or other tidbits periodically.
* Invite board members to host a brown bag lunch with staff to share a professional perspective, offer advice, or give a short training.
* Invite board members to be guest bloggers or to write Op-Eds to the local paper.

**Engagement Strategizing: What will you and your ED try?**

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**PERSONAL REFLECTION**

* 1. **What’s the most important thing I learned tonight?**

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* 1. **What specifically will I try, as Board Chair?**

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**ORGANIZATIONAL ACTION PLANNING**

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| **IMMEDIATE ACTIONS**Within 2 months, be specific. | **ACCOUNTABILITIES**Who leads and who supports | **TIMELINE** |
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| **LONGER TERM ACTIONS**Within 6-12 months, be specific. | **ACCOUNTABILITIES**Who leads and who supports | **TIMELINE** |
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