

ISCA: Board Structure Chair Chat – March 1, 2021

Dr. Cathy Trower Remarks

It's often said that "all the real action takes place at the committee level" or "you need to trust your committees to get the job done. The full board can't possibly know as much as the committees." These statements are certainly true and speak to the importance of your board's structure.

Good questions to ask.

1. When was the last time we examined our committee structure?
2. Is our committee structure serving us well? Or are things siloed in ways that do not suit us well?
3. What is the work we need the board to do?
4. Does our committee work align well with strategic institutional priorities?
5. Do some committees have too much work? Not enough work? Are there overlaps or redundancies?

Overarching comments.

1. If your board is micromanaging, one thing to look at is the committee structure – is the structure in some ways the culprit? Board structures that mirror admin structures (like MANY schools have and have had for years) can lead trustees into operations – to have something to do at committee meetings. The committee structure is to help the board operate efficiently and effectively.
2. When it comes to structure, board size is an issue. Smaller, less-resourced schools often have small boards and typically meet as a "committee of the whole;" some have 2-3 committees comprised of 2-3 trustees and staff on essential areas like finance, governance, and audit. Larger boards often have too many committees to accommodate everyone – but that should be re-examined. The idea is not to make work for trustees.
3. Periodically review committee performance – just as you review the board's performance and as some schools do individual trustee performance, you should review the committees. This is an upcoming topic for ISCA.
4. Substitute adhocracy for bureaucracy. Look at the work ahead for the board and think through whether you have the right committees and, if so, when they might meet together on a common theme. Consider ad hoc groups and task forces for things that do not fit neatly within the committee structure. Do not create a standing committee for a one-off situation (e.g., COVID) but you could consider that group as having ongoing work – say, a "Futures Task Force" that considers how to stay nimble and forward-looking.

5. Keep three “Cs” in mind:
 - a. Coordination: clear and intentional agenda planning and annual workplans
 - b. Collaboration: develop bridges between committees and have joint committee meetings as appropriate (the enrollment and finance committee meet together to discuss enrollment targets and their financial implications; another board intentionally writes into its committee charges an overlap of technology responsibility between its academic affairs and buildings & grounds committees)
 - c. Communication: Committees that are intentional about communicating not only the outcomes of their work but also factors that they considered in their deliberations foster better governance.

These three “C’s are the responsibility of committee chairs; ensuring strong committee leadership is essential.

Potential pitfalls.

1. Pitfall 1. Thinking restructuring will be easy. It is amazing how comfortable boards get with their long-time structure – it is kind of like those favorite slippers or an old easy chair. It is difficult to give up something that feels safe. A huge factor that holds many boards back is routine – routinized committees and agendas.
2. Pitfall 2. Thinking everyone will be receptive to change. Some trustees will feel that it is fine for others –go ahead and mess with those committees but leave “mine” alone – not broken, don’t fix it. The “mine” part is especially interesting – I have seen some trustees basically hold their committee hostage – refusing to turnover their chair seat and stubbornly remain fixated on the status quo. So, the advice is do not assume that trustees (and sometimes also staff) are completely rational about something like committee structure!
3. Pitfall 3. Thinking that restructuring will fix what ails you. Reshuffling committee structure will not improve the board’s governance or reignite trustees who have lost that loving feeling (to quote the Righteous Brothers). A board chair once said to me, “It’s a bit like rearranging the deck chairs on the Titanic.”

Things to keep in mind.

1. Let everyone know in advance that the new structure will take time to settle in and that some newly formed or reconstituted committees may struggle for a bit.
2. A good rule of thumb is that trustees should serve on no more than two committees, and some schools, suggest only one, especially for committee chairs – it can be a lot of work and you do not want to spread leaders (or anyone) too thin.
3. Update your bylaws; do not let the bylaws keep you locked into a structure that no longer serves school well.