



**Town & Gown**  
OF THE UNIVERSITY  
OF SOUTHERN CALIFORNIA

# **Effective Board Leadership: Roles, Responsibilities, and Expectations**

Andrea Somerville, Somerville Consulting Firm  
*Maximizing Social Impact*



# Introductions

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## **A little about me...**

- Andrea Somerville, Principal Consultant
- Proud USC Alumna
- Excited to be here

## **A little about you...**

- Name
- Role (Voting Board Member or Volunteer)
- (In one sentence) What are you looking forward to discussing today?



# Agenda

<b>Welcome, Introductions, and Agenda</b>	15 min	12:30 – 12:45
<b>Revisit Roles &amp; Responsibilities</b>	10 min	12:45 – 12:55
<b>Understand Guiding Principles and What's Needed</b>	10 min	12:55 – 1:05
<b>Agreements as to Board Norms and Conduct</b>	40 min	1:05 – 1:45
<b>Wrap-up and Next Steps</b>	15 min	1:45 – 2:00

# Roles and Responsibilities

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## Definition of Board Member

Someone with a vote, who is attending a board meeting, where there is quorum.

## Definition of Volunteer

- A voting board member who is not in a board meeting with quorum.
- A non-voting board member
- All others

# Roles and Responsibilities

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## Role of a Board Member

- Exercise the fiduciary duties of care, loyalty, and obedience.
- Consider appropriate data and information (including from certain volunteers, in an agreed manner) before making a decision.
- Make decisions.

## Role of a Volunteer

- Advise and recommend – as requested.
- Provide appropriate data and information (in a timely, agreed manner) for board meetings.
- Execute board decisions.

# Roles and Responsibilities

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## When do Board Members Govern?

In board meetings, where there is quorum.

## When do Volunteers Govern?

Never.

# What Does it Mean to Govern?

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- Set the vision
- Establish the mission
- Determine core values
- Determine the strategic direction
- Develop guiding principles
- Ensure the organization is adequately resourced
- Ensure outcomes
- Provide accountability

# What Does it Mean to Govern?

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- Set the vision
- Establish the mission
- Determine core values
- Determine the strategic direction
- **Develop guiding principles**
- Ensure the organization is adequately resourced
- Ensure outcomes
- Provide accountability

# What Are Guiding Principles

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- Guiding principles are the policies and procedures the organization adopts to carry out its work.
- Guiding principles include any policy or procedure that pertains to **how** the organization performs its roles and responsibilities.
- Guiding principles are necessary to set expectations and manage expectations.



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**Thank you for your participation today!!!**

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# What it Means to Develop Guiding Principles

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## The Board

Determines Guiding Policies and Procedures

## Volunteers

Execute Policies and Procedures

# What Guiding Principles are Needed

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You've expressed the desire to achieve an effective Board-Volunteer Partnership, defined by high positive engagement from both board and volunteers.

To be successful, you'll need to set expectations through Guiding Principles.



Open communication and collaborative approach to decision-making



# What Guiding Principles are Needed

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- You've identified examples of shared governance and discussed why it is working.
- You've determined what each of you can do to keep this balance of engagement and collaboration and apply it to other areas.
- You've made agreements as to what you can do to continue to perform in this way.
- Today, we will discuss your considerations, learnings, and agreements in what will hopefully become Guiding Principles.



Shared  
Governance

Open communication and collaborative approach to decision-making



# What Guiding Principles are Needed

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After today, you all will memorialize your agreements (perhaps create additional or different agreements) and vote on which will become norms.



# Agreements as to Structure

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## Committee Meetings

- This is where the ground-work happens.
- Prepare board reports that provide appropriate information for the board to discuss and decide.
- Follow board guidance; execute board decisions.

## Board Meetings

- This is where decision-making happens.
- Discuss contents of board reports and open discussion; and vote.
- Provide guidance to committees relative to contents of board reports.

# Agreements as to Collective Conduct

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- Committee members will structure their work and time to prepare and provide board reports well enough in advance of board meetings to allow board members sufficient time to review reports prior to board meetings.
- Board members will review reports prior to board meetings and arrive prepared to discuss, vote, or provide guidance to committees for follow-up.
- Board members and volunteers will engage in respectful collaboration both in and outside of board meetings.
- Decisions made outside of board meetings should be rare and made only by the President. When such decisions occur, the President will provide thorough, transparent reports to the board about those decisions.

# Agreements as to Individual Conduct

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- Board members must accept all calendar invitations for both the deadline for board reports and board meetings. Board members agree to receive an email reminder one day prior to each deadline.
- Committee volunteers will submit board reports by the deadline, as a minimum expectation of service.
- Committee Chairs engage their co-chairs, with appropriate (professional) advance notice, to help complete board reports when a report is in danger of being late.

# Agreements as to Individual Conduct

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- Board members and volunteers must agree to an anti-bullying policy, wherein all participants of Town & Gown vow not to engage in disrespectful conversations about one another, including gossip.
- Create an annual retreat during which board members and volunteers socialize and get to know one another. It could be helpful to use this time to incorporate team-building exercise(s) for members to start working together in fun way, and a board orientation and re-orientation to become better acquainted with the conduct and norm agreements.

# Agreements as to Individual Conduct

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- Board members and Committee Chairs must agree to prepare a succession plan before departing their role. Once a Board Member or Committee Chair has transitioned from her role, she must not provide unsolicited advice or guidance directly to her successor, unless invited to do so.
- Board meetings and Committee meetings will have time set aside for open discussion, including from past occupants of board and committee roles, to provide advice and recommendations (unsolicited or otherwise). Board members and Committee Chairs will operate with respect, a growth mindset, and curiosity in engaging with their colleagues during open discussion.

# Questions Before We Wrap-up

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# Wrap-Up and Next Steps

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## Next Steps

- You all will memorialize your agreements and vote on which will become norms.
- Feb 25th, we'll discuss your roles in fundraising, what it means to "fundraise," and reasonable expectations.

## Key Take-Aways

- What is one agreement that resonated with you?



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**Effective Board Leadership:  
Understanding Governance**

***THANK YOU  
FOR YOUR PARTICIPATION!***