



# **A Board:**

**Power Through Selection and Process**

## **A BOARD: POWER THROUGH SELECTION AND PROCESS**

### **GOALS**

1. Present selected key concepts of establishing and conducting board meetings.
2. State the definitions, characteristics, and purposes of different board types.
3. Differentiate between board director and board membership.
4. Identify the role differentiation between a board director and board members.
5. Define the expected role of a board director's leadership by using leadership styles and relationship abilities.
6. Present the meaning and psychological board happenings related to a halo effect, horns/devil effect, and entropy.
7. State the expected behavior of a successful board director regarding cognitive, psychomotor, and affective responses.
8. Identify privacy concerns related to board members and board member selections.
9. Identify behaviors of an influential board director or board member.
10. Consider discrimination concerns related to board decisions.
11. Teach board members the correct, unbiased, non-discriminatory, and participatory role of a board member.
12. Teach nurses and student nurses the theory of board membership and leadership activities.

### **KEYWORDS FOR APPLICATION**

1. Public Board vs. Private Board
2. For-Profit Board vs. Not-for-Profit Board
3. Council vs. Committee vs. Group
4. Closed Board Meeting vs. Open Board Meeting
5. Executive Meeting
6. Facility/Organization Foundation
7. Resolutions
8. Internal Revenue Services (IRS)
9. 501c3
10. 501c4
11. 501c7
12. Mission
13. Philosophy
14. Purpose
15. Objectives
16. Goals
17. Articles of Incorporation
18. Board
19. Council
20. Committee
21. Group

22. Board Bond
23. Open Chair
24. Quorum
25. Bylaws
26. Board of Directors
27. Advisory Board
28. Board Director
29. Board Member
30. Discrimination
31. Rules and Standards
32. Minutes
33. Confidentiality
34. Cognitive Bias
35. Cognitive Dissonance
36. Halo Effect
37. Horns/Devil Effect
38. Privacy Considerations
39. Conflict of Interest
40. Tax-exempt
41. Nurse Administrator (DON)
42. Nurse Leader (RN)

## **PROFESSIONAL BOARD PARTICIPATION**

Nurses have served and been encouraged to serve as board members and sometimes board directors for years. Recognizing the importance of nurse involvement in board activities, the ANA and Academy of Nursing has encouraged nurses to apply for board and governmental leadership positions.

The current expected role of the nurse leader as a board member or director has *increased*. The demand is a need for a clearer understanding of board theory and practice. Since a nurse leader respects potential leadership abilities, there is a need for the nurse leader to magnify their board knowledge regarding board policy, ethics, and legal concerns if nurses are to adequately, accurately, and respectfully perform any board member position.

Observation of nurse leaders contributing to various boards (Community, Nursing, Health Facility) has shown exceptional dedication and concern regarding their board roles. Due to their commitment to the board process, many nurses have too often participated (and even encouraged/allowed) other members to conduct or participate in unsupportive ways that decreased the effective functioning, mission, objectives, goals, and bylaws of the board. At times, such board challenges have lacked direction by a leader who does not understand board theory and ethics.

Leadership is part of the nursing profession, with the ability to support and direct board behaviors and outcomes. Nurse leaders will fulfill leadership roles in many different community and professional situations. Nurse leaders are now more involved in boards and participate as an outcome of nurse

leader abilities. Nurse leader involvement requires that we teach other board members the knowledge and skills related to an active board's performance.

This document includes the board knowledge and theory not usually taught to nursing students. The text consists of the knowledge and skills to close the gap between what most nurses currently know and what a nurse should do.

The time is now for the professional nurse to continue learning and practicing a real board member and leader's outstanding performance. Accept this knowledge, gain these skills, and practice with confidence the board members' board skills. As professional nurse leaders, it is your time to know, guide, and present to other board members the vision of nurse leadership.

## **DESCRIPTION OF CONTENT**

This document is a compilation of board theory (knowledge), differences in a group vs. board activities and titles, and methods (skills) of success that will lead to board performance competence. The intent is to teach nurses knowledge about fundamental board skills to the level of increased confidence. This multifaceted board/group information provides the basis for teaching nursing students their future intended role in the progressive nursing practice transformation toward increased leadership responsibilities.

Readers/participants will learn legal board theory and modes of application and have an opportunity to perform critical thinking exercises at the end of this document.

## **BOARD DEFINITION, PURPOSE, AND TYPES**

A board is an official or unofficial body of individuals directing and supervising activities. There is no evidence of discriminatory behaviors.

The purpose is to discuss and consider legal recommendations for activities, changes, and policies that support the board's resolutions, known as the facility/organization's foundation---definition, mission, philosophy, purpose, objectives, goals, and bylaws.

There are many board types/possibilities. Some of the categories exist to obtain a specific goal, while others are merely informational.

*Following are a few board types in no order of importance---*

1. Livestock
2. Economic Development
3. Fire
4. Governance
5. Health
6. Housing
7. Land Use
8. Senior Activities

9. Schools
10. Parades

### **DIFFERENTIATION BETWEEN A BOARD, COUNCIL, COMMITTEE, GROUP, & EXECUTIVE MEETING**

There is a difference between a board, council, committee, group, and executive meeting. These terms are used loosely, together at times, to denote a structured gathering of people to act upon a particular matter(s). A board director/leader knows the difference and sets forth the intended board process accordingly. The difference between group gatherings is essential. The differentiation is as follows:

A **board** has an uneven number and a majority (quorum) of legally elected or assigned board members. Board members represent a population determined by the bylaws of a facility/organization.

A **council** is a prearranged meeting to discuss shared objectives, provide consultation, and give direction. It is common in the city, county, and municipal districts to manage related governmental affairs; however, this might not be the only situation for its use.

A **committee** is a small gathering of usually subordinate and representative of a larger deliberative group. The purpose is often more definitive and related to a specific matter.

A **group** is a simple and unstructured gathering of persons that have something in common.

An **executive meeting** is not a part of or in conjunction with a board meeting. Specified "executives," as stated in the board bylaws, are the attendees. If executive meetings occur, the board bylaws should specify the attendees' title or name and under what conditions an executive session can/should happen. Often, the meetings involve sensitive and confidential information related to finances, employment, employees, facility/organizational statistics, and a continuing plan for the facility/organization's survival.

### **BOARD RESOLUTIONS: THE FOUNDATION OF A FACILITY/ORGANIZATION**

Every board member knows the board resolutions/foundation of the definition, mission, philosophy, purpose, objectives, goals, and bylaws (rules). This information keeps board members on track as to the fundamental reason for the existence of the board. Therefore, a frequent review of the resolutions keeps the board members moving positively toward board success and provides the board's primary reason. The solutions are to be stated and reviewed several times a year, as entropy (movement toward randomness) will tend to change the board's direction. Some boards require reading and signing each board member's resolutions upon accepting a board position and periodically.

The Articles of Incorporation are separate formal documents filed with the state office to document a facility/organization's legal creation.

Usually, the more accountability the facility/organization has to the community, the more control and power the board members have in making and carrying out community requests and desires due to the possible use of taxpayer dollars.

A board usually functions according to bylaws (rules), which provide a formally adopted or amended contract among members of the board. The bylaws serve as a framework stating, at least, the board's operation and membership qualifications, rights, liabilities, elections, duties, committees, and general duties. The investment stock structure might be a part of the bylaws. A signature of every board member should follow an annual board reading and approval of board bylaws.

A binding bond to cover board member's actions is usually required and provided if the board has a governing body. Board members must always act within their legal parameters and commit to their board role differentiation. Legal counsel occurs when there is a question about the board's rules, procedures, or bylaws. Minutes are to be taken, read, approved, and retained for possible future legal concerns! Financial records are to be kept and shared appropriately with the board's constituents and elsewhere, as stated in the board's bylaws.

### **BOARD TYPES: OPEN VS. CLOSED BOARD—FOR-PROFIT VS. NON-PROFIT BOARD—PUBLIC VS. PRIVATE BOARD (INCLUDING OPEN-CHAIR OPTION)**

An **OPEN** board means that the people (in addition to the board members) are interested in the facility/organization or board's functioning. Reporters who might attend possibly have a press-release intention. An open board is usually a public board. The declaration as an open board should be part of the board's bylaws. Board meetings aid in the conducting of the people's business. Minutes are retained and can be viewed by the public unless stated otherwise in the board bylaws. Declaring of a suggestion or recommendation motion and voting will occur by board members only.

A **CLOSED** board means that board members are the only permitted attendees, as declared by the board's bylaws. The board is most often a private board that aids in the conducting of personal business. Retained minutes are viewed only by the board unless legally requested or stated otherwise in the board bylaws. Declaring of a suggestion/recommendation motion and voting occurs by board members only.

#### *Difference Between For-Profit and Nonprofit---*

A **FOR-PROFIT** board represents a for-profit organization aiming to profit (money) and usually functions as a closed board. If *any* taxpayer funds are used or acquired by the organization without the taxpayer's access to relevant information, it infringes on the taxpayer's Right to Know Law. In this case, by law, there might be an expectation of one/few meetings a year that will allow for an accounting of *any* use of taxpayer dollars provided by the taxpayer. Declaring of a suggestion or recommendation motion and voting will occur by board members only.

A **NONPROFIT** board represents a nonprofit charitable organization with a purpose opposite of a for-profit organization. It functions for some *other purpose* than making a profit and usually serves as an open board. The taxpayer has access to information regarding the use of any taxpayer money. Declaring of a suggestion or recommendation motion and voting will occur by board members only. The nonprofit board director role is about encouraging group involvement in fundraising, promoting a safe service/product, increasing public interest, and boosting membership of the facility/organization.

### *Internal Revenue Service (IRS) Tax Exemption---*

The Internal Revenue Service (IRS) has an oversight role concerning charitable organizations (nonprofit organizations.) Charitable organizations are eligible to apply for *nonprofit status through each state's specific requirements; however, they must apply for federal approval to be tax-exempt*. The IRS (federal) oversight is to prevent the appearance or actual private benefit to individuals in authority on a nonprofit board of the facility/organization. Such IRS requirements protect against charges of impropriety involving any/all board members. A nonprofit organization could lose its tax-exempt status (once acquired) unless the organization's board consistently operates with an intended charitable purpose and with no evidence of conflicts of interest.

### *Internal Revenue Service (IRS) Conflict of Interest---*

An IRS Conflict of Interest is a situation in which a person can derive personal benefit from his/her actions or decisions as a member of a nonprofit charitable organization board. Concerns and aims of the nonprofit board and a board member are incompatible. If a board member with a conflict of interest is on the board, it should be documented in the bylaws and supporting minutes. The involved individual must be excused/recused from voting on specified matters that involve a conflict of interest.

### *Internal Revenue Service (IRS) Conflict of Interest Best Practice Guidelines for Nonprofit Tax-Exempt Boards to be Avoided or Minimized---*

1. A board quorum required to meet and perform board functions should comprise *no related* immediate family relatives (blood or marriage).
2. Even if immediate family relatives are to be present at a board meeting, a quorum of *unrelated* family relatives needs to exist *before* the board meeting commences.
3. Board members should *not* have a dual-capacity. It means employment within the organization and, also, a board member.
4. During the board topic of hiring a new employee that is an immediate family member of a board member, the family member on the board must excuse/recuse him/herself from voting on the hiring and compensation amount paid to the new employee.
5. Provided benefits or compensations to any member of the facility/organization or board members require the compensation amount to be a reasonable compensation and explicitly documented as meeting the board's bylaws of fair compensation.
6. No private interest is to be served or allowed, such as money or benefits.

### *Types of Nonprofit Organizations---*

There are 28 different types of nonprofit federally approved tax-exempt organizations. The most common is known as 501c3, 501c4, and 501c7. Definitions and particulars of the stated three nonprofit boards are:

**503c3:** An IRS tax-exempt nonprofit status that usually includes private foundations and organizations that promote a religious, scientific, charitable, or literary purpose—e.g., churches, youth summer camps, museums, and senior centers. No operating budget is allowed for lobbying efforts. The completed application form 1023 can take from 9-12 months, depending on the federal government's request for information.

*The Federal Acceptance Benefits of a 501c3, 501c4, and 501c7 are---*

1. Eligibility to receive tax-deductible charitable contributions
2. Exemption from federal income tax
3. Exemption from employment taxes
4. Donors are more likely to support organizations with a 501c3 federal exemption because their donations can be tax-deductible
5. State officials can grant exemptions from state income tax, state sales tax, state property tax, and receive reduced U.S. postal rates
6. Assurance to foundations and other grant-making institutions their grants or sponsorships are to 501c3 beneficiaries

There is usually no need to renew a 501c3. However, the state (as the approval of nonprofit status) might require an annual yearly report outlining yearly revenue and activities in keeping with their reporting and registration requirements.

501c4: An IRS tax-exempt nonprofit status that usually includes local leagues and local associations that further a social welfare objective but do not rise to a charitable level—e.g., Lion's Club, Home Owner's Association, Council on Aging. An unlimited operating budget is allowed for the lobbying/promotion of a candidate related to the organization's purpose.

501c7: An IRS tax-exempt nonprofit status that usually includes social and recreational pleasure clubs—e.g., fraternities, sororities, country clubs, sports clubs, dinner clubs, hobby clubs. No public service or community benefit services are required. There are no federal taxes on everyday activities.

*Difference Between Public and Private Boards---*

A **PUBLIC** board usually functions as a nonprofit and open board. It is generally attended and controlled by a larger and more involved population than a private board. As an open board, the functioning is subject to the IRS Conflict of Interest guidelines. The board requires approval by the federal government to be tax-exempt. Taxpayer dollars are often involved.

A **PRIVATE** board usually functions as a for-profit board. It is generally attended by selected and numbered board members and any other specifications identified by the board's bylaws. Taxpayer dollars are usually not involved. Access to taxpayer dollars to sustain the facility/organization requires taxpayers to review taxpayer funds' appropriate use. The access mechanism is according to the Right to Know Law. No federal tax-exemption is usually available for a private board.

*The Open Chair Option---*

An **OPEN CHAIR** means a viable and useful sharing opportunity between any board and a guest *with the board of directors' approval*. The open chair allows for the availability of a place at the board table for a visitor or a representative of a particular constituent faction. It will enable the guest to experience the board's workings and share concerns and ideas with the board members. The board's bylaws support an open chair concept. Declaring of a suggestion or recommendation motion and voting occurs by board members only.

*Possible Reasons for a Guest's Invitation to Fill an Open Chair at a Board Meeting are---*

1. Gaining an understanding of the function of the board.
2. Presenting concerns that might be addressed by the board.
3. Receiving answers to existing concerns or problems.
4. Assessing a desire to become a board member.

*The Role of the Board Director During a Guest's Open Chair Visitation is---*

1. Providing an understanding of the board's resolutions, related bylaws, and purpose of the guest visitation.
2. Encouraging the board members to listen and understand the guest's questions and concerns.
3. Supporting the board members to provide the guest with correct information to share with other community members.

A community guest invitation to fill an open chair at a board meeting is especially helpful in identifying community concerns and perceptions. Some boards choose to have a guest(s) from the community at every board meeting upon invitation. Such guest visitations add a dimension of community involvement and a better understanding of board happenings.

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*A Simplified Review and Comparison of Usual Happenings--- (In case you are confused by now)*

**NONPROFIT ORGANIZATIONS:**

1. *Guided by Board Resolutions -- Public Board – Open Board Meetings – President/Director Elected or Board Appointed*
2. *The state must approve the nonprofit status*
3. *Available for federal IRS tax exemption upon federal approval*
4. *IRS Conflict of Interest Concerns*
5. *Taxpayer dollars are sometimes used*
6. *Can use an open chair option for suggestions, recommendations, and clarifications*
7. *Declaring of a motion and voting by members only*

**PROFIT ORGANIZATIONS:**

1. *Guided by Board Resolutions -- Private Board - Closed Board Meetings – President/Director Appointed, usually*
2. *Not eligible for a nonprofit status*
3. *Not eligible for federal IRS tax exemption*
4. *No IRS Conflict of Interest Concerns*
5. *Taxpayer dollars are not/should not be used without a taxpayer review*
6. *Can use an open chair option for suggestions, recommendations, and clarifications*
7. *Declaring of a motion and voting by members only*

## **BOARD DEMOCRATIC PROCESS**

Some nonprofit boards have board members vote a current member of the board to be the board's director (sometimes referred to as "president.") The board's director is determined by a democratic process by use of Roberts Rules. State the democratic process in the board's bylaws.

The president/director of a private board (usually for-profit and closed board) is typically determined and appointed by the facility/organization controlling officer(s). Board members are often an outcome of arbitrary appointments by the facility/organization, the discretion of the selected president/director, or, as stated in the board bylaws. The democratic process of a private board is less likely to be evident.

Board democratic processes of both a nonprofit or for-profit board are the board's choice and documented in the board minutes.

Require board members to fulfill board responsibilities, as stated on the board member's Board Differentiation Contract. These responsibilities are outlined in the board's bylaws and annually signed by all board members. The bylaws state that a board member's consistent failure to comply with approved board bylaws is considered grounds for board member replacement.

As indicated in the bylaws, board members should be aware before becoming board members that there is an inherent responsibility to help the board maintain the board's resolutions (definition, mission, philosophy, purpose, objectives, goals, and bylaws) as a shared board responsibility. This responsibility includes the active participation and accountability regarding individual board assignments and the reporting to the board of assignment progress and outcomes.

True—some board members may be less enthusiastic to carry out board assignments than others. A board director does not allow "free riders" to share board responsibilities and reminds the board member(s) of their agreement as found in the bylaws—Board Differentiation Contract. Due to the natural tendency toward entropy (movement of all things toward randomness), a regular reminder and commendation of a board member's positive behavior that fulfills a responsibility to board activities should be forthcoming.

It is not uncommon for a democratic board to function either as a friendly get-together or a formal bylaw abiding group. The board members often use a covert process for member selection and board participation. The purpose of a board is a delicate democratic process. It is the intelligent and intuitively-gifted board director who learns to discern covert democratic concerns.

## **BOARD DISCRIMINATION**

It is essential to read and understand a state's human rights statute to validate the following discriminatory laws and how it relates to board members and other involved individuals—such as company employees. Awareness of possible discrimination helps board directors and board members resist any discriminatory action.

Discrimination is usually/often concerned with gender, race or color, religion, familial status (housing only), sexual orientation, sexual preference, pregnancy, disability (mental or physical), age (40 and over), and genetic information. Other possible considerations are credit, education, employment, financing,

housing insurance, public accommodations, state and local government services, work, marital status, national origin, religion or creed, sex/gender (including pregnancy, maternity, and sexual harassment), and political beliefs or ideas. It is also unlawful to legally retaliate against a person for his/her opposing discriminatory practices or being active in a human-rights proceeding(s). Another example: In Montana, an employee can only be discharged (legally) from a job for "good cause" after completing the employer's designated probationary period, as stated on the job description.

## **BOARD TITLES: BOARD OF DIRECTORS VS. ADVISORY BOARD**

### *Definition of Board of Directors---*

A board of directors is an official group of individuals who direct or supervise a facility/organization's decisions and activities through significant independent input and power. This type of board is allowed and required to exercise more formal power and accountability than just advice, as in an advisory board. It magnifies business activities and dilutes the control of other facilities/organization groups. Members of this board are sometimes elected officials that guide and approve the significant decisions of the larger body they represent.

The board members are intelligent and experienced regarding the topics and ultimate decisions made to bring about the coordinated achievement of facility/organizational goals. These individuals are very involved in monetary accountability, budget, policies, employment decisions, hiring, supervising, employment recommendations, the future board of director member recommendations, and personal choices regarding employment termination. "Risk Management" exposes a board of directors to legislated liabilities requiring the need for policies that minimize risks. The board of directors is accountable to the community regarding the appropriate use of the community, state, and federal funds, which raises the concern of using taxpayer dollars without any community input.

Legal decisions and other decisions that could have legal ramifications are discussed. Often, a legal representative is available to comment on the considerations and final board decisions. Employment or placement of a board member or termination of a board member should always involve legal counsel!

### *Definition of Advisory Board---*

An advisory board is a board that exercises its prerogative to give advice, approval, or disapproval of past board minutes. The board supports a board director's final decisions. It provides non-binding and non-biased information for a facility/organization. There are no responsibilities or voting on corporate matters usually. Sometimes they recommend and approve budget expenditures. Often the board is composed of various experts and non-experts who offer non-biased innovative advice and dynamic perspectives. They might listen to the organizational happenings and final decisions made or presented by the advisory board director and add information to what is stated or known by the advisory board director.

The advisory board process serves a purpose when a board is identified as necessary/relevant by the community or other facility/organization members. Record in the board minutes the information that supports the necessity and relevance of a board.

There are benefits of an advisory board over a board of directors, as it provides a distancing opportunity of the board's input from the board of director's decisions. This distancing helps to increase the advisory board's creative thinking for problem resolution and objectivity. Advisory boards can often focus on one problem, while a board of directors must consider all aspects of their facility/organizational responsibilities—the "bigger picture." The advisory board has *less* commitment, time involvement, and power than a board of directors.

Advisory boards are sometimes known as public advisory boards—primarily when public funds are accessed for board activities. Most public advisory boards have the policy of an "open meeting," which allows non-member public board members to attend, listen, and contribute, as appropriate and with approval. Board members declare a suggestion or motion and sometimes vote for board members.

The lawful authority of a public advisory board is a protection given by the board acting within the scope of their lawful authority and their established bylaws. Legal counsel can help assure that the advisory board's practices are well within the board's bylaws' parameters and expectations.

## **BOARD ROLES/AGREEMENTS**

Each member of the board has a specific role(s). At least three roles exist. The roles include the board director, board secretary, and contributing board members. Other board categories could exist specific to the function of the board, specifically a vice president.

Leadership by a board director encourages participation by the entire board in determining their roles. List the roles on the white or blackboard. Encourage the board to identify appropriate expectations of each position. All board members have a shared role(s). List the shared role(s) separately. Total board involvement in role determination encourages future board compliance.

There is an apparent difference between the role of the board director and the members of the board. The role of a board director should include *final decisions* as an outcome of board member input. The role of board members, ideally, should consist of *suggestions and recommendations*. A board director has the responsibility to find out facts before accepting or vetoing board suggestions or requests. The board's bylaws are to include, at least, the difference between the roles of the board director and board member.

### *Role of a Board Director---*

A board director is a person who is a paid volunteer or is granted a board leadership position by a facility/organization and per a designated role differentiation contract. According to the board's bylaws, the board director is usually a non-voting member of the board. Sometimes, as an approved statement in the bylaws (rules), the board director's vote is used to break ties between other board members.

### *Difference Between Leading and Managing a Board---*

Leadership, by definition, is to involve others in decision-making. Leadership is an active part of being a board director as there is a democratic involvement of others (board members) in the decision-making process. Leadership requires the board director to organize, direct, and manage presentations and board members' verbal sharing during a board meeting.

Management, by definition, is much different. Management involves telling others what to do. Determining board bylaws that govern board processes provides management control of the board.

### *The Foundation of a Board's Existence--*

The definition, philosophy, mission, purpose, objectives, goals, and bylaws represent the *foundation* of the facility/organization:

1. A definition statement is a formal statement of the meaning of the board.
2. A mission statement is the operational task of the board (the process).
3. A purpose statement is a reason for the board's existence.
4. Objectives are the incremental processes to reach the goal(s).
5. Goal(s) are the terminal outcome of performing/meeting objectives.
6. Bylaws are the rules that help maintain congruent decisions and processes.

Leadership by a board director demands the collective board member's involvement in preserving the resolutions/foundation of the facility/organization. Board knowledge and decisions that support the foundation statements will help defer matters of potential legal concerns. Document the minutes of all board decisions and how each decision's specific way will keep the board's resolutions/foundation statements, processes, and expected outcomes.

The board director's position expects many specific behaviors and relationship abilities. Relationship abilities involve respect and encouragement of the board member's suggestions, recommendations, and concerns. Time limits for vocal contributions or passing a baton for oral contributions help control unnecessary and untimely comments. Encourage visualization of the final decision by writing the conclusion on a white or blackboard. The minutes of the meeting include all final decisions.

A board director never underestimates the ongoing need for human relationship skills. Thoughtful behaviors and a "Thank You" for special favors and support are helpful. An effective leadership style involves an appreciation of board members and an effective leadership style. It says loud and clear—I UNDERSTAND THAT RELATIONSHIPS MATTER AND I UNDERSTAND MY EXPECTED ROLE AS A BOARD DIRECTOR!

*Perry Smith (American military leader) in 2002 writes (paraphrased) that skills of a leader (board director) include trusting personal intuition, running effective meetings, understanding the workings of the facility/organization, being open and approachable, having the ability to combine substance with style, exuding integrity, trusting and respecting others, having problem-solving skills, and communication skills. All this is a large order and an enormous responsibility. The role is not to be taken lightly but is expected to be an outcome of the board director's trust. The board director should never underestimate the scrutiny of others regarding his/her assignment!*

The board director is always ultimately accountable for any independent final decision(s) made by him/her or recommended/suggested by the board members. A board director's role requires an ability to maintain a power differentiation between him/her and the board members and uses that difference in power to maintain proper functioning of the board and movement toward board resolutions. Attending board-approved activities by the board director provides first-hand information without dependence on a possible biased report.

*A Board of Director's Behavior Usually Includes---*

1. Clarifying all aspects of decisions and recommendations, policies, rules, regulations, bylaws, and considerations of expansion or diminishing of product or services.
2. Listening to board members and understanding board member suggestions, recommendations, and concerns.
3. Presenting the rationale regarding what has been developed or determined for and on behalf of the facility/organization.
4. Sharing statistics and concerns regarding written, printed, or verbal material related to the facility/organization.
5. Affirming or disaffirming facility/organization decisions and policies.
6. Making appropriate suggestions for a board member's consideration regarding current or plans for the organization.
7. Respecting all contributions as a possible positive input to the topic of discussion.
8. Sharing researched or known input to the decision-making process and possible outcomes related to the board's recommendations and suggestions.
9. Requesting affirmation and discussion, as needed, regarding past meeting minutes and decisions.
10. Ascertaining future directions for the facility/organization with the board's resolutions.
11. Affirming, rejecting, or taking under advisement board members' suggestions or recommendations.
12. Seeking support, recommendations, and potential ramifications regarding the promotion, demotion, and termination of employees.
13. Holding board members accountable for meeting the established bylaws of the board.
14. Accepting critical thinking input from all board members but retaining appropriate veto power in keeping with the role differentiation and board type.
15. Knowing the stated principles of effective board practice.
16. Making administrative decisions by incorporating appropriate board recommendations.
17. Identify new potential board members or guests and explain the role, function, and expectations of a board member or guest.
18. Evaluating the extent of the positive participation of each board member for membership retention.
19. Appreciating active critical thinking by every board member.
20. Managing thinking processes so that answers do not necessarily need to be swift—just occur in a timely, careful, and thoughtful manner.
21. Learning the many WHY'S related to the problem.
22. Considering the best action with concern for productivity and effectiveness.

23. Expecting board members to arrive, having read the past minutes with no need to reread the previous minutes in the board meeting to vote on the minutes' approval.

#### *Magnifying Board Director Power---*

If you are a new board director, magnify your power! A new position is the right time for a board director to use personal power to establish board expectations and involve the board in bylaw (rules) review and establishing new appropriate bylaws—the "honeymoon" time frame of about three months. Honeymoon time is when board members are more likely to listen and positively respond to a board director's opinion and requests. Direct the board to review and approve existing bylaws (rules) and develop new bylaws. Bylaws are to support the resolutions/foundation of the facility/organization—that is, definition, mission, purpose, objectives, goals, and bylaws.

#### *Problem Identification Process---*

A problem identification process identifies and allows documentation of the board's positive and negative aspects. It is useful if it is one of the first activities of the "honeymoon." The process involves the board considering what "works" and "does not work." It consists of finding positive and negative attributes of the board and the facility/organization. Use a black or whiteboard and chalk. Make the two lists. On the board's left side, write the board members' vocal contributions as to "what works." On the right side of the board, write the oral contributions to "what does not work." Now—we know what "works,"—so let us not do away with "what works." As board members, vote on each item in the "does not work" list to cancel out what "does not work." Vote to determine the least important on the list. Erase the least important and the items that "do not work." Once the least important "does not work" contributions are erased/removed through the voting process, the major problems will automatically be obvious. Continue to vote to remove the least essential items of the "does not work" until only one or two "does not work" items remain. These are the MAJOR PROBLEMS! The major problems are the problems to be resolved first.

#### *Role of the Board Secretary---*

A board secretary is responsible for accurate documentation of board processes and outcomes. It is less critical as to who says what as it is what decision was collectively determined by the board. Minutes are to be mailed promptly to each board member. The board director has the prerogative of requesting to read the minutes before distribution to other board members. All board minutes require reading, signing by each board member, and returning to the secretary at the next board meeting. The board secretary accepts recommendations and corrections to the minutes. Recording of revisions and further discussion of items on the past board meeting minutes are a part of the next distributed minutes. Included in the board minutes are any bylaws related to board minutes, maintenance, changes, distribution, or sharing board information. The board minutes have a list of all persons receiving a copy of board minutes.

### *Bylaws—Rules for Success—*

Bylaws are rules that are determined by the board voting majority. It is sometimes tricky/impossible to follow precisely the official predetermined board bylaws. The flexibility of a bylaw occurs by adding an exception. The exception allows for the compromise of the rule without defying the official authority. Therefore, board bylaws have two parts:

1. A formal predetermined board bylaw:  
Example: A board meeting occurs on the 3<sup>rd</sup> Wednesday of every month at 2 p.m.
2. An exception added to the official predetermined board bylaw:  
Example: A board meeting occurs on the 3<sup>rd</sup> Wednesday of every month at 2 p.m. or as determined to be more advantageous according to, at least, a quorum (majority) of the board members.

### *Entropy—Nothing in the Universe Ever Stays the Same---*

A board director knows the concept of entropy. That is, all universal things and happenings move negatively toward randomness. Entropy means that board members and the board director might naturally lose their "place" in a useful board's everyday functioning. Everyone at the board table is on the same "team," but the team has different players in their respective situations. A regular review of role differentiation helps to reduce the natural effects of role entropy. When the board decisions move in a positive direction that supports the definition, mission, purpose, objectives, and goals of the facility/organization, it is wise to recognize that positive board direction.

### *Recognizing and differentiating board behaviors---*

The cognitive, psychomotor, and affective domains are apparent in the conversations and actions of a board. The differentiating board behaviors (domains) are:

1. Cognitive abilities: An intellectual capacity to know and perceive information accurately.
2. Psychomotor abilities: A physical ability to carry out decisions to get jobs/activities done.
3. Affective abilities: An ability to respond with appropriate personal feelings, attitudes, and emotions.

It is often said of a board director, "The buck stops here/there!" The board director just needs to make it clear when and with whom the board decision stops—and it is with the board director. As a director, listen and respond carefully. Don't give away your positive and productive *power* outlined in the board director's role and the bylaws. Move forward, deliberately being smart in your comments and supportive behaviors and remarks. Take into careful consideration and with thoughtfulness the board's suggestions or recommendations. Remember—with that board director *power* comes ultimate responsibility!

## NONPROFIT BOARD MEMBER ROLE

### *Board Member---*

A board member is paid/not paid, volunteered, assigned, or granted a board position. The facility/organization or other board members are sometimes involved in the selection. Role expectations are similar to job expectations called job descriptions. Public advisory board members serve and give viable contributions for a specified time per their bylaws. According to the board bylaws, private board members serve and are usually determined by the facility/organization and serve for an unspecified amount of time.

The purpose and success of being a board member are to have an opportunity (according to the type of board) to verbally *share their creative and strategic ideas* through a critical thinking process with other board members (including the board director). Appropriate selection of members or guests that have this ability will lead to successful board outcomes!

The board member's role is to act within the scope of their authority and within the board's established bylaws. Determination of specific board duties and roles are to be reviewed by legal counsel. Legal counsel helps to assure that duties and responsibilities stated in the board's bylaws and board member role differentiations are within the scope of legal requirements.

Each member's quality contributions (no matter the type of board meeting) is essential. That is the beauty of a board—a diverse experience and work history. As a board member, the opportunity and responsibilities are:

1. Offering alternative ideas for mutual consideration.
2. Offering critical thinking ideas.
3. Considering details of suggestions or decisions.
4. Getting an assigned job done.
5. Providing powerful ideas/secrets of information needed (and not always desired) to prevent a mistake.

Some board members can be a *liability* and are not schooled in their role and merely become a human fixture occupying a chair at the board table. Some board members assume a prominent role resulting in inappropriate behaviors/misbehaviors. Sometimes a board meeting will occur with many of the board members saying nothing. Saying nothing says something! Listening to nonsensical verbal input is sometimes the only action observed by a misplaced board member who does not fulfill a viable board member's role.

Board members need to know their active roles. Upon their placement and acceptance of a board member role, board members need to have a contract/agreement that identifies their role and expected behavior *explicitly*. The contract/agreement is called a Role Differentiation Agreement or Contract. Upon board member signing, the agreement provides an understanding of expected active and appropriate role participation with associated behavior limits.

*Existing board members* of a public advisory board are NEVER required to determine a new member's final approval as a member of an existing board. *A board member's final board membership determination on an advisory board is a board director's administrative decision or as a result of an*

*election—not just a board membership decision.* Remember--board members (on any board) do not make final decisions! To allow board members, per se, to have such power or either potential board member *unapproved* personal information about a potential board member shows board director ineptness. It also encourages the Angel and/or Horns/Devil Effect within the existing board members-- (specifics follow).

Consideration should also be about the total number of board members. Usually, the number of board members is seven. Board voting is made without a voting tie if a board has an uneven number of board members. A Board Director is often not considered a part of the uneven number of board members. A Board Director is commonly used to break a voting tie if the number of board members is an even number.

The selection of specific board members by the board director is usually a common-sense decision. The range of board members should represent the many factions of the population that the board decisions impact. It is best to have a representation of the existing demographics and individuals informed about topics that will be discussed by the board. These are individuals who support the board's resolutions/foundation through the appropriate sharing of diverse opinions. This sharing is an outcome of their symbiotic relationship with other groups and evidence of a current or past history of success in a related field of endeavor or success in facility/organization activities.

Board members are to be approved by the board director. Board members are independent and strategic thinkers. A board member's personality is strong enough that their thinking accommodates changes related to different times and situations. They do not fear disagreement. Fearlessness is a good descriptor of an excellent board member who is not afraid to recommend needed changes. They have high self-esteem, and they are definite "movers and shakers" of the core that make the facility/organization and board successfully.

There is a significant burden related to being a board member! You make suggestions and recommendations on behalf of others! Constituents of a board often expect a continuation of successful past decisions of the board. Because of their expectations (previous and current), decisions may become difficult for him/them to reverse or change. At this point, another but different situation occurs that results in constituent thinking, "Well, we have done it that way in the past, so it must be OK to do it now!" This wrong futuristic thinking is called "Repetitive Congruence." Remember--due to the process of entropy—all things and situations change! Therefore, all past board decisions considered for current or future implementation are revisited by a board related to the present time, person, and place. Document the process for reconsideration, motions, and the final decision.

Setting *future continued precedence* (Repetitive Congruence) can inadvertently be set by a board's mindset unless the board is fully aware of the potential ramifications of every decision's future efficacy. Repetitive Congruence probably will happen—so increase your awareness! Futuristic critical thinking by the board is necessary before making decisions that will not cause unwanted future problems! Revisit and record decisions/outcomes frequently to determine their continued relevance.

### *An Example of Future Precedence (Repetitive Congruence)---*

Historically, a tax-funded facility/organization administrator was approved by a board to teach a course(s) for personal board monetary reimbursement. The teaching occurred at the same time when his/her other employer also paid the administrator. The concern comes in the outcome and future ramifications -- that is, in this case, the possibility of Repetitive Congruence regarding the "double-dipping" of tax-payor funds.

A board's critical thinking process to help prevent future precedence regarding this concern should include (in this case):

1. Is this an appropriate person in this capacity to teach such a course now and in the future?
2. Does teaching interfere with his/her current position and the responsibilities of that position now and in the future?
3. Will the evaluations be free from an unconscious and covert bias due to the person being who he/she is in the current administrative position now and in the future?
4. Does this meet the criteria of "double-dipping" of taxpayer funds now and in the future?
5. Does the decision of the board impinge on any discriminatory laws now or in the future?
6. Does this person's original contract allow for or require alterations, substitutions, deletions, or additions to the initially intended role in the future?
7. Will this person's approval to perform future teaching responsibilities in his/her primary role cause other persons to expect the same privilege in the future?

During any board's existence, there will be many different and challenging requests. Examine carefully and *take the time to contemplate the possibility of unknowingly setting a precedence* by a board suggestion, recommendation, or board director's decision. It is necessary to consider all aspects of the request and record possible future consequences. It is often the *first* request that gives a signal to the board that specific guidelines should be determined and followed.

Some boards have a bylaw that will require some decisions to be postponed to the following board meeting. Postponement of final decisions is granted for a specific time only. The purpose of postponement is to intelligently and critically think through the implications of board decisions that could set future precedence.

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*Paraphrasing Laurent Schwartz, a mathematician, put the delaying of decisions best when he questioned his intellectual capacity for decision-making by accepting that he was "slow" in providing answers. He needed time to "seize things" because he needed time to understand them fully. I secretly thought, he said, that I was stupid. He admitted that he is still slow-- 😊 However, he concluded that rapidity doesn't have a precise relationship to intelligence. What is important, he decided, is that it is most important to **understand things and their relationship to each other deeply**. This is where intelligence lies. The fact of being quick or slow isn't relevant!*

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Therefore, the relevancy of Schwartz's comments will support the allowing of time to logically and intelligently sort relevant thoughts to form accurate board suggestions, recommendations, and board

director decisions. Slowing the decision-making process down will help prevent board decisions from moving as *fast as light in the darkness of night!*

## "HALO EFFECT' AND "HORNS/DEVIL EFFECT": EFFECTS OF COGNITIVE BIAS & COGNITIVE DISSONANCE

### *The Halo Effect---*

The Halo Effect is when a person takes a personally acquired good/positive impression(s) from another circumstance(s) and transfers that *good* impression(s) to *all other aspects* related to that person. That person is seen and presented to others as *all good*. This happening represents an unconscious cognitive positive bias.

### *The Horns/Devil Effect---*

The Horns/Devil Effect is when a person takes a personally acquired bad/negative impression(s) from another circumstance(s) and transfers that *wrong* impression(s) to *all other aspects* related to that person. That person is seen and presented to others as *all bad*. This happening represents an unconscious cognitive negative bias.

### *Why be Concerned about the Halo and Horns Effect?---*

The "Halo Effect" and "Horns/Devil Effect" are accepted psychological occurrences. These effects can cause a cognitive bias (thinking bias) where the perception of a person's total traits and abilities (good or bad) influence an understanding of unrelated characteristics(s).

The outcome of either effect in a board situation is that an existing board member who has experienced any previous exposure to a potential board member would not see, present, or recommend a specific prospective board member in an *unbiased* way. The board members, then, assimilate an unconscious *cognitive bias*. The potential board member would be judged (usually by all members) by an existing board member's verbal cognitive bias statement. The appropriateness or inappropriateness of the potential board member, unfortunately, is determined by cognitive bias. The person who makes the final decision (board director) too often accepts such a bias!

The outcome is that the potential board member *might* be seen as incredibly right or incredibly wrong for the board member position because of the influence of a halo effect or a horns/devil effect. The truth is that usually, these effects have nothing to do with a person's ability to contribute effectively as a board member. Board member conflict and tension might occur regarding this potential board member's possible acceptance (or non-acceptance). The resultant board member's stress and discomfort are called Cognitive Bias/Dissonance.

The basic rule is that first impressions are carried over into other situations and, therefore, are *too often* the determining factor by existing board members to accept, reject, or recommend potential board members.

Board decisions are not political decisions or a popularity contest. There is often personal information and feelings that should have no bearing on board acceptance of a potential board member's ability to contribute positively to the functioning of a board. In this situation, the existing board should become aware that they have been "preconditioned" to a new person's possible contributions. That personal

information known by other board members can (and does) distort the appropriate acceptance of a new member's future board contributions. Verbal disrespect is not tolerated on behalf of any potential board member.

Only carefully selected and appropriate information about a potential board member should be encouraged and shared by/with all board members. The board director makes the final board member appointments, as indicated in his/her role assignment.

## **CONFIDENTIALITY & PRIVACY CONSIDERATIONS**

To provide information about a board member or not provide information is a question about what data breaches the right to privacy concerns. If there is a question about what can or cannot be shared, it is wise to error on the side of **not** sharing information. What is it they say—it is better to be safe than sorry about sharing personal information!! Sharing of personal information about a board member is the prerogative of the specific board member.

Consider this—if a person asks specific information about a board member, understand the particular question and reason for the question. Give only the shortest answer possible regarding the particular issue, and only if the request for information is **not** within the confines of confidential information or legally to be withheld. Never share with others a resume (CV) entrusted as a confidential document without personal approval from the person it represents. Never use confidential board information for personal gain or enticement regarding other prestigious opportunities.

Consider the privacy of all individuals. Any public (open) meeting can be closed (and even members limited) by the presiding board director, board president, or CEO to accommodate an individual's privacy. If an individual waives his/her right to privacy in writing, the meeting can be an open meeting. The guidelines for an open or closed board meeting are: *Does the need for individual privacy exceed the merits of public disclosure?*

## **ROLE DIFFERENTIATION CONTRACT/AGREEMENT (JOB DESCRIPTION)**

The signing of a role differentiation contract/agreement helps to assure that board members understand their role, how it differentiates from other types of boards and organizational roles (such as the board director), and that each board member has performance expectations. The role differentiation contract for all board members is to be read, discussed (if need be), and signed by each board member as an entry expectation to board participation. The frequent review of a contract/agreement helps to assure that there remains a "goodness of fit" and minimal entropy between the board member's behavior and the board's expectations. The contract should represent the expected behaviors specific to the board on which the member participates—Board of Directors or Advisory Board. Board directors also should sign a board director agreement. Such role clarity prevents any future legal entanglements related to a misunderstanding. Persistent non-compliance to a signed role differentiation contract should result in a board membership replacement after conferencing with a legal representative.

*Some Specific Considerations for the Content (and Expectations) of Board Director and Board Member Role Differentiation Contracts are---*

1. Mission statement
2. Philosophy statement
3. Purpose and goals (Board of Directors or Advisory Board)
4. Meeting day and time of the month
5. Location of meetings
6. Expectations of attendance, lateness, and tardiness
7. Preliminary board activities-- (reading of past minutes and upcoming board meeting schedule, etc.)
8. Role differentiation(s) between a board director and board members
9. Expectations of participation during board meetings
10. Need to listen and participate with appropriate suggestions and recommendations
11. Need to ask relevant questions for clarification
12. Need to understand and use the concept of critical thinking
13. Need to consider and respect comments from others
14. Need to accept the reimbursement policy set for by the organization (if any)
15. Need for non-discriminatory comments
16. Need to respect the privacy of others
17. Length of board assignment
18. Notarized signature and date

*In addition to the consideration of the above content as part of a Role Differentiation Contract, the closing comment and signature requirement could appear as follows---*

I, \_\_\_\_\_, understand that my acceptance, involvement, and continued membership as a board member participant is contingent upon my consistent positive involvement and helpful input during each board meeting, as was indicated to me on the board contract/agreement. I believe in and will support the above-stated standards/principles and my expected role. I intend to comply with these stated board member expectations to retain my position as a board member.

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

### **ADMINISTRATIVE ROLES**

Some boards have chosen to assign specific board members (under the board director's auspices) to assistive roles. Each person assigned is responsible to the board director. Their assigned board role differentiations can add to the board process's shared responsibilities and provide a check on the adequate accountable functioning of a board. Such additional roles are set forth as a part of the bylaws related to a specific board.

### *Board Director, President, or Similar Title---*

A definition is a person (hired or assigned) to assist in considering board members and the board's functioning. Proven leadership is a must for this position. This person is truly a leader of others with others' respect and usually academically prepared for all reasons for the board's existence. This person can filter out all inappropriate aspects of input from numerous sources. The role is a supportive and decision-making role. In some situations, the president is separate and supportive of the board director.

### *Vice President or Similar Title---*

A definition is a person selected by the board director to replace the president in times of an emergency and be a helpful resource for the president in a decision-making process. Role expectations are clearly defined. Replacement of the person in this role is the prerogative of the board director. He/she must have the same ability of leadership as the president.

This role must mirror the official president's position and maintain a supportive role (not replacement role) in the board's functioning. The academic or leadership preparation might be of less concern than the board director/president/CEO role. The ability to make appropriate decisions in a supportive role to the board director without usurping the board director role is required.

### *Secretary/Recorder or Similar Title---*

A definition is a non-board and non-voting person (hired or assigned) that takes board minutes, prepares minutes for each board meeting, acquires board director approval before distributing the minutes, and distributes board minutes to existing board members the board meeting interim. No board member participation in discussions or opinions is allowed. Legal advice or board director approval is obtained, as needed, regarding the recording, adoption, and distribution of board minutes.

Minutes are an official record of *what is done*. *Minutes do not include what was said or voted on by indicating a specific board member's name*. A separate paragraph represents each decision. Non-board public comments should be in quotes and incorporated in the minutes. Motions identifying the board member who made the motion, who approved the motion, board suggestions and recommendations, board director decisions, outcome of actions, and pending actions are recorded in the minutes. Past minute corrections are in other-colored ink at the next board meeting. There should be a record of early and late arriving board members. File reports with the minutes. No personal comments are placed in the minutes. The minutes should be completed promptly and signed by the secretary. Minutes should be approved FIRST by the board director before distribution to board members. For permanent record keeping, previous board minutes must be approved and noted as such in board minutes.

Audio-recordings are official minutes. A written record of the recording must also be made available for inspection. A recording validates what was said and done. The annual board report is usually required and presented to the governing body.

There is never a negative reason for maintaining accurate recordings/records of board meetings, especially when taxpayer dollars are expended as a part of board decisions. Upon request, no person is deprived of the opportunity to examine or copy records/documents of a history related to a public (open) board document unless individual privacy is an issue. There is a reasonable charge for copying a document/record.

The choice of the means of public record availability is the prerogative of the board. However, the transparency of happening, discussions, and decisions is the taxpayer's right if taxpayer funds are involved. Taxpayers have a right to hear, see, experience, listen, contribute, read, and share their concerns about using the dollars within *their* system. The "open meeting" serves and meets this purpose. The board is informationally accountable to the taxpayers/constituencies they serve!

#### *Advisors to the Board or Similar Title---*

An advisor is a person(s) in an advising capacity who is requested to or hired to be available in some position for consultation. The purpose is to help increase understanding of situations that need clarifying or additional information related to the board's suggestions, recommendations, or decisions by the director. An advisor could be a legal representative. Other advisors could include any non-board individual(s) that have access or experience in a topic of interest to the board.

Roberts Rules of Order provides specifics for how to use and present a motion during a meeting. Use such a procedure to maintain order and movement toward expected outcomes. It is wise to distribute these rules to all board members.

#### *Ex-Officio Board Member---*

The term "Ex-Officio" is a Latin term that means "by virtue or because of an office." It relates to the position held by a person on a board, not the individual holding this position.

The agreement of the position and service performed by an ex-officio member is covered well within the board's bylaws. It mainly involves a person in a government position when taxpayer funds are used for any reason by the facility/organization.

The board bylaws regarding an ex-officio member usually (at least) incorporate the following:

1. Termination of the position upon employment cessation
2. Allows for member benefits
3. Reason for participation and status
4. All board rights to discuss, debate, make decisions, and vote
5. Position allows for the sharing of board obligations and accountability
6. Position included in the number to make up a quorum presence

### **HEALTH CARE (H.C.) FACILITY/ORGANIZATION BOARD CONSIDERATIONS & SPECIFICS**

The H.C. world consists of two factions—provision of community health care and maintenance of the organization. This dynamic approach to leadership and management is often known as Entrepreneurial Leadership. H.C.'s success controls are greatly concerned with a board and a choice of stated committees or identified groups that control different factions of the many responsibilities for organizational success.

The board members are expected to know and receive consistent reminders of the definition, mission, philosophy, purpose(s), goal(s), and objective(s) of the organization, known as the foundation statements of the facility/organization. The foundation statements are sometimes dictated by the more

giant representative conglomerate that supports and is known as the "owners" of specific H.C. facilities within the organization.

An H.C. board is not usually involved in day-to-day hospital care responsibilities, such as---

1. Making H.C. strategic decisions.
2. Hiring and monitoring the effectiveness and success of the CEO as an outcome of a job description and ongoing facility/organization job description accountability and evaluations. An HC CEO is usually responsible for assuring proper and safe licensing of H.C. staff. These expectations involve knowing and practicing *Transformational* Leadership (involvement of employees to produce positive change) and *Transactional* Leadership (managing employees and coordinating services through H.C. policies, rules, and regulations).
3. Monitoring and evaluating the ongoing H.C. facility care and evaluation of care.
4. Overseeing and maintaining accountability for the effective use and allocation of financial resources. (Financial specific oversight is assigned to a particular committee/group)
5. Determining appropriate content and special educational needs of the community. Possibly meet the academic requirements by providing health care information or classes to the community.

### **CRITICAL THINKING QUESTIONS & CONSIDERATIONS**

1. How do the board's standards/principles (philosophy, mission, purpose, objectives, and goals determine a board's activities?
2. What are the differences between the types of boards?
3. What is a possible mission statement, philosophy, purpose, objectives, and goals for a selected board type?
4. What is the difference between a board director/president and a board member?
5. Under what board situation(s) or condition(s) would cognitive bias and cognitive dissonance be evident?
6. What are your responsibilities as a board director of a nonprofit organization?
7. You, as a board director, are establishing a for-profit board. What are your considerations?
8. What is the impact of entropy on a board?
9. What concerns would a taxpayer have regarding any board type?
10. What is the meaning of "critical thinking," and how does it relate to a board member's role?
11. What is a set of bylaws that would support a new board and support the future guidelines of future board behaviors?
12. What is role differentiation?
13. How does role differentiation support the workings of a board?
14. What are the concerns and behaviors of a board as they relate to discrimination/non-discrimination?
15. What is the difference between "Halo-Effect" and "Devil Effect," and how might it affect potential board members' selection?
16. What is your response to a board member that says—"But, it has always been that way?"
17. What would be the reasons for a health care CEO to lose his/her job?

## **RECOMMENDED READING**

Job Descriptions by this author

Entropy by this author

Leadership Theories by this author

Challenges in hiring by this author

Critical thinking by this author

Problems and Decisions by this author

[Wikipedia.org/wiki/Board of Directors](https://www.eeoc.gov/laws/types)

<https://www.eeoc.gov/laws/types>

<https://www.boardeffect.com>

[www.joshuakennon.com](http://www.joshuakennon.com) (Halo and Horns/Devil Effect)

[Nursingworld.org/Main Menu Categories](http://Nursingworld.org/Main Menu Categories)

<https://store.msuetextension.org>--Montana State University Extension Publication 2016 Edition—  
A Guide to Serving on Boards, Districts, Commissions, and Committees.

[www.quora.com](http://www.quora.com) (what-is-the-difference-between-board-council-committee-commission)  
Board Effects (numerous online articles)

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