

**September 16, 2009**

The Governance Committee is interested in discussing and gaining feedback from board members regarding changes to the board governance structure implemented last year. Highlighted below are four discussion areas that include a series of questions and intended outcomes.

Approximately 30 to 45 minutes have been set aside at the board meeting for this discussion. Please review this information in advance of next Thursday's board meeting.

## **1. Consent Agenda**

- Since instituting the consent agenda, has this approach to meeting management worked to increase the amount of time available for strategy discussions at board meetings?
- Do you read your material in advance of the board meeting and asked for clarification on consent agenda items?
- What are your thoughts on which items should be included on the consent agenda?
- Is there critical information you believe should not be on the consent agenda?
- Can you give the Governance Committee feedback on how the consent agenda has worked so far and give us suggestions for improvement?

**Outcome:** *Agreement by the full board on what should and should not be included in the consent agenda, buy into using the consent agenda effectively including all board members reading materials in advance and a process for asking questions about the material prior to the board meeting and a process by which board members can request from the chair in advance that an item be moved from the consent agenda for discussion at a board meeting.*

## **2. Changes in the Role of Committees and the Board as a Whole**

The new board structure has changed the role of board committees and the full board, moving operational discussions and more autonomy to the committee level for review, vetting, and moving the strategic discussions to the full board. This has also meant that the Executive Committee no longer vets material before going to the full board, as it did in the past The Governance Committee would like the board's feedback on the following:

- Is this approach accomplishing the goal of leaving operational discussions at the committee level and moving the organizational and strategic discussion to the full board?
- Do board members feel that they have had an opportunity to be engaged in the larger issues facing CWP?
- Has the Board struck an effective balance between the work of the committees and the work of the Board?
- Are there any changes you would recommend?

**Outcome:** *Understanding and agreement, by the full Board, on the level of decision-making that is appropriate for board committees and the full board*

### **3. Leadership Development**

A key function of the Governance Committee is nurturing and building the leadership of the board. This includes strategies to ensure that each individual board member has the tools they need to be effective in their role and developing board leadership to support key positions on the board. We would like your feedback on the following:

- What training, education, leadership opportunities, experiences, etc. do you feel would add-value to your effectiveness as a board member?
- Are there key experiences, attributes, skills, etc. you believe a board member needs to have before s/he assumes a leadership position?
- How formal should the CWP Board succession strategy be?

**Outcome:** *Clarification on the tools and experience board members feel they need to be effective as individual board members and to develop the leadership pool within the board itself*

### **4. Board Goals and Objectives**

CWP has agreed upon a set of Board-Management Expectations that outline what board members should expect from management and what CWP should expect from board members in support of their respective roles and the organizations mission. The Governance Committee would like feedback on:

- The identification of this year's specific goals and objectives for the board (e.g. encourage each board member to commit to connecting CWP with local elected officials, state legislators, business leaders, etc, from their community)—do board members feel this is appropriate?
- A key role for any board member is to be an ambassador for the organization--what do all of you need to be effective ambassadors for CWP? What does this concept mean for all of you?

**Outcome:** *Feedback and ultimately a decision on what are realistic and obtainable goals and objectives for board members this year; a process for setting board goals and objectives each year and direction to management on how best to support the board in its role as ambassadors/ external relationship builders*