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**MCCSA Professional Development Virtual Series**

Establishing a Positive Board Culture

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**Boardroom:**

**Cultivating a Positive Board Culture**

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Perhaps no characteristic of an effective board is more important—and yet more difficult to define, create, and maintain—than a positive board culture. The unwritten assumptions, implicit behavioral codes, unspoken language, and assumed ways of operating have a defining influence on the work of many nonprofits. The board of an independent school is no exception.

Board governance consultant Nancy Axelrod argues that boards with a positive culture are characterized by a culture of inquiry that is built upon trust, teamwork, information sharing, and dialogue. “By leveraging its collective wisdom, a board with a culture of inquiry advances the mission of the organization,” she writes in *Culture of Inquiry: Healthy Debate in the Boardroom*. “Without a culture of inquiry, the same board can risk groupthink, inertia, disengagement, and poor decision-making.”

A negative board culture can introduce toxicity, where the self-interest of a few board members prevails, influential people yield imbalanced power over others, and only a few positive rituals bring people together. The National Commission on College and University Board Governance’s 2014 report, “Consequential Boards: Adding Value Where it Matters,” details the signs of a toxic culture, which include “cliques within the board, failure to include all board members in meaningful conversations, lack of participation by board members who patently represent constituencies in decision-making, overuse of the executive committee, and dismissive behavior among board members and with key staff and faculty.”

As the guardian of the board’s principles, values, and beliefs, the board chair is critical to setting the tone for how the board operates. One of the chair’s most paramount and nuanced responsibilities is to create and maintain a board culture that will support the long-term sustainability of the school.

**The Impact of Effective Leadership**

The board chair and head of school bear much of the responsibility of creating and maintaining a positive board culture. A 2018 NAIS survey of heads of school identified board chair behaviors that facilitate a strong board culture, including cultivating a constructive partnership with the head; resolving conflict, building consensus, and reaching compromise; fostering an environment that builds trust; and framing questions and discussing issues strategically.

As new trustees are recruited and selected, a discussion of board culture should be a critical part of the process. The chair can begin to inculcate positive cultural behaviors as part of the annual board retreat and new trustee onboarding. In addition to learning about the board’s bylaws, organizational structure, administrative functions, and descriptions of roles and responsibilities, the chair should include:

* a description of what healthy board culture means;
* examples of how past boards have proposed, analyzed, discussed, and decided on complicated issues;
* models of how to debate and disagree directly with another board member without offending or attacking;
* case studies so new trustees can practice appropriate board behavior before they participate in their first official board meeting; and
* social time when all trustees come together to get to know one another and learn of each other’s personal interests.

The chair should set the expectation that board members must read materials before meetings to be well-prepared and able to contribute to strategic discussions in an informed way. The chair must ensure that all board members have an opportunity to speak, offer dissenting views, and understand all aspects of an issue before rushing to problem-solving mode. During meetings, the chair must carefully manage the agenda and conversations, being especially vigilant about trustees wandering into the weeds of school operations. The chair needs to redirect the conversation away from the trustees who want to debate, for example, the lower-than-expected income from the annual auction, the win-loss record of the lacrosse coach, or the parental complaints about the new math program. Those kinds of issues are explicitly the responsibility of the head and senior staff. If the quality or breadth of school programs are in question, that should be part of the head’s annual review—not the subject of a regularly scheduled board meeting in the middle of the year.

**Harness Polarity Thinking**

In a world of constant change, boards are called upon to affirm the best of the status quo while employing generative thinking that leads to innovation—which makes conflict inevitable. How can a board chair and head deal with this natural tension between innovation and the status quo?

For healthy board culture to thrive, the chair has to understand how to help the board make sense of an issue and to openly encourage dissenting views. Polarity management is an important skill to employ. As described in Barry Johnson’s *Polarity Management: Identifying and Managing Unsolvable Problems,*polarity thinking seeks to solve dilemmas that appear to be ongoing, unsolvable, and seemingly in stark opposition (e.g., change vs. upholding tradition). Some of the key characteristics of polarity thinking include:

* Both sides of the polarity are important.
* Most people have a preference for one side or the other.
* The more strongly you are attached to one side, the harder it is to see the downside.
* Polarities are interdependent pairs that need each other over time to sustain both sides.

The board chair may be faced with managing a board discussion in which the two sides appear to be intractably entrenched. For example, one of the most common polarities independent schools face is change vs. stability. A K–6 school that is deliberating the addition of a seventh and eighth grade may draw a predictable board discussion: Those who advocate for the change see significant advantages, while those who are opposed worry that the change will disrupt the stability the school has enjoyed over time and erode the quality of the present model.

Even if the chair and head of school have been successful in building a positive board culture, natural tensions like this one will occur. The chair’s responsibility is to manage the conversation between the opposing views. To leverage the polarities on behalf of the school, to remove personality differences from the conversation, and to make sense of the data, the chair should ask each side the following questions:

* Can you identify the specific advantage of implementing your proposal? Where in the school community is the greatest impact, and who is most positively affected? How will that impact be measured, and at what time does the school realize the benefit?
* Describe the downsides to not embracing your perspective. How will that begin to negatively affect the community, and where will the greatest impact be felt?

The chair must balance the interests of those who want to maintain the status quo with those who argue for the benefits of change by employing a “both/and” approach rather than an “either/or” solution. In this instance, the chair and the head might follow through on the addition of a middle school and put in place initiatives to safeguard the values and sense of community so highly cherished by the opposition. The head could appoint a faculty-staff committee to create policies, programs, and responsibilities that both address the curricular and social-emotional needs of middle schoolers and integrate those programs within the context of the original school culture.

**When Board Members Are No Longer a Good Fit**

Although uncommon, there are times when board members fail to comply with expected norms. This behavior erodes trust within the board and often between the board and the senior administrative team. It is the chair’s responsibility to confront ineffective trustees and bring them back into alignment with agreed-upon norms.

If troublesome behavior isn’t addressed, it will lead to a negative board culture. In *Governance as* *Leadership: Reframing the Work of Nonprofit Boards,*Richard Chait, William Ryan, and Barbara Taylor identify several types of problematic trustees:

* **The power broker** wants to make all the decisions and refuses to support a consensus-building process.
* **The single-issue candidate** argues forcefully, takes over discussions, and will not consider alternative views for one particular issue.
* **The journalist** spends time soliciting information from faculty and staff without the specific endorsement of a trustee committee.
* **The surrogate manager** assumes the authority to require staff to collect data without the involvement of the head of school or at the direction of a trustee committee chair.

To prevent board discussions from dissolving into personality differences, it’s important for the chair to be able to refer to written guidelines for trustee behavior when describing why the trustee was acting beyond agreed-upon roles and responsibilities. The chair, along with members of the committee on trustees, must advise the individual trustee of the offending behavior. The chair should suggest specific strategies to align with trustee norms and offer support to help the trustee meet responsibilities and honor boundaries.

If the suggested corrective action does not result in improved trustee behavior, the chair should refer to the board bylaws that describe what procedures are to be followed to remove a trustee from the board. The chair should be in close communication with the head of school throughout this process, but it is the responsibility of the chair to undertake these actions. In the end, board culture will be improved, and service to the school—the reason the board exists—will be enhanced.