

## The Empty Seat at the Board Table

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This is not a story about a quorum. Though one would hope there are no empty seats at the board table when a meeting is called. This is a tale about member interests being considered at board meetings.

### Who Represents the Members?

One purpose of a board of directors is to *represent* its members. The IRS definition for Form 990 reads, "The governing body ... is authorized under state law to make governance decisions on behalf of the organization and its shareholders or members..."

Some organizations mean to improve representation by designating seats. For instance, persons on the board designated to represent a chapter, specialty, geography, or a characteristic such as students or ethnicity. But as explained in the book "*Race for Relevance*," do those designated members begin to believe they are solely representing that particular sector rather than the association as a whole?

### Directors as Agents

It has been said that a board is not always the best champion for the membership. Especially if decisions are made with a lack of awareness of member needs or influenced by "group think."

In focus groups with non-members it is sometimes heard, "the leadership seems like good old boys." (Perception is reality?)

Some directors serve because they have reached a point where they have ample time and money. Some have ascended multi-term leadership ladders or have served for decades. (ASAE suggests the average term limit is six years, divided over two three-year spans, allowing for new directors to step into leadership roles.) Longevity on the board may be a cause for losing touch with the needs of new and diverse members.

*"If you're not at the table you're probably on the menu."*

While directors may say they represent the members --- do they really?

Ask them when they last reached out to competitors or constituents and the answer is, "I have not." Did they host a town hall meeting or conference call to obtain member

input prior to the board meeting? Do they survey their constituents? Do they maintain channels of communication? (I've met many association where a director is supposedly represents a chapter that has been defunct for years.)

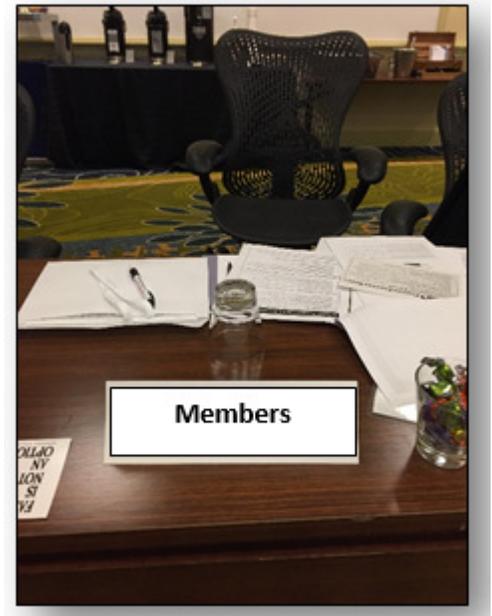
### **Empty Seat at the Table**

Associations know the value of having a seat at the table. Most position their own members on allied appointed and elected councils. It is sometimes said, "If you're not at the table you're probably on the menu."

It stands to reason that there should be a mechanism to consider member interests. The question should be posed more often, "What would the members think?"

Why not leave an empty seat at the board table to represent "Members." Place a tent card at the seat indicating it would be the voice of members if they were present.

During strategic planning at the Pediatric Endocrine Society there was an empty seat with a name tent card reading, "Members." It is a reminder to directors they should consider more than their own perspective in formulating decisions.



Maureen Thompson, the PES executive director offers, "While physically having a representative of every demographic served is not practical, being mindful to make sure outcomes embody the membership at large by having a seat at the table to represent them is an aspect of inclusivity to which governance should aspire."

Another mechanism for receiving input is to invite members to observe the board in action. By setting an extra seat or two, and strategically inviting prospective leaders, the membership gains a better understand of what the board does and respect for their work<sup>1</sup>.

The Massachusetts Dental Society strives to include broader member input while developing future leaders through its "Guest Board Member Program."

It offers an opportunity for dentists who have typically been underrepresented to participate in board discussions and actions. Guest Board Members are able to offer opinions on all discussion topics and can participate in all board functions.

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<sup>1</sup> It is suggested that when guests do attend board meetings they are advised they must adhere to the same policies and protocols (i.e. confidentiality, voting, and decorum) at the board of directors.

## Mechanisms that Exclude Members

Personal agendas distract from serving members' needs. For example, a director or committee hoping to push through a favorable program for personal benefit. There are numerous reasons directors may forget they are agents of the membership:

- **Personal Agendas** - The agenda of the board, officers or directors trumps the interests of the members.
- **Celebrity** – Persons may think they are on the board because of their status or achievements, rather than representing member concerns.
- **Surveys** – Surveys are seldom conducted or response rates are minimal. Directors think they understand member needs but there has been no effective data collection.
- **Designated Seats** - Board seats designated to represent a segment, specialty, chapter or members at large. These directors sometimes mistakenly believe they speak *only* for their section.
- **Competition** - Though directors represent the members they find it difficult to approach competitors to talk about their needs.
- **Communications** – There are minimal channels for two-way communications between members and directors.
- **Filters** – Directors act as filters, only providing the information they want members to know and blocking topics in which they have little interest or may be controversial.

It's not possible to include every member at board meetings. Being mindful of the members by reserving a seat at the table may be useful. Periodically question, "Do we know how the members would vote on this issue?"

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Note: Bob Harris provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).