

## 1997 ANN ARBOR MEETING

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Report by Bob Briscoe.

**July, 1997**

**Ann Arbor Art Fairs**

**Ann Arbor, Michigan**

**Banister Pope, Gordon Bruno, Larry Oliverson, Lenny Lyons-Bruno, Jim and Kathleen Eaton, Robert Briscoe, Aletha Jones, Lynn Krause, Jody dePew McLeane, Barb Pihos, Sharon Donovan, Celeste Simon, Michael Hamilton and Ginny Herzog** got together after the Ann Arbor Art Fairs with Bill Charney, former director of the Cherry Creek Art Festival for a seminar on organizational structure for the NAIA. Susan Froehlich (former director of the Ann Arbor Street Art Fair) was also in attendance to contribute her unique viewpoints on board functioning.

**Bill led us all through** a very intensive examination of what an effective organizational structure can do for NAIA and how to go about establishing the important relationships between the Board of Directors, staff, President/CEO and of course the owners of NAIA, its members. Without trying to cover the entire long two days, the ultimate challenge for the board is deciding upon "ends" rather than getting bogged down in "means". Or to define what effects, for whom, at what cost are sufficient to justify the organization's existence. In short, what is the organization for? What is its "swap" with the world (resources consumed vs. human benefits created)?

**The "ends" work of the board** is to determine not only what this statement should actually be, but to further refine it. The board task is not to work out what is to be done to achieve the desired results, for those are left to the President/CEO and staff. Defining and sub-defining of what good, which people, and at what cost continues to the point that the board is willing to allow the CEO to use any reasonable interpretation of the board's words that he or she chooses. CEO evaluation is against the attainment of these "ends" and, on the other hand, against the avoidance of unacceptable means that the board has defined in its Executive Limitations policies.

**This was, in Bill's terms,** a "blitz" policy development workshop. For those of us who have had no interaction or knowledge of how boards work, it was a very educational process, to say the least, and NAIA is indebted to Bill for his pro-bono work on our behalf. For those who have suffered with dysfunctional boards and organizations, it was quite enlightening.



**Many other aspects** of a formal policy structure for NAIA were also hammered out including nomination, election and term limits; annual board planning cycle; committee structure; board committee principles;

directors' individual responsibilities; board members code of conduct; governance commitment; organizational values; governing style; board job description; agenda planning; chairperson's role all as a function of the governance process. Under Executive Limitations the following policy were agreed upon: general executive constraint; treatment of members; treatment of staff; financial planning/budgeting; financial condition and activities; asset protection; emergency executive succession and communication and support to the board. Other policies will be determined at the appropriate time.

**While meeting**, the "ad hoc" board elected a Nomination Committee (Jody de Pew McLeane, Gordon Bruno, Alicia Robinson and Larry Oliverson) to draw up nominations for the NAIA Board of Directors. Also, Banister Pope was elected interim President/CEO and Bob Briscoe was elected interim chairman of the board.

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