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# Building Better Market Boards



**Presented by Holly O'Neil, Crossroads Consulting**

**WASHINGTON STATE FARMERS MARKET  
ASSOCIATION CONFERENCE 2017**

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# Good Times

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# Better Times

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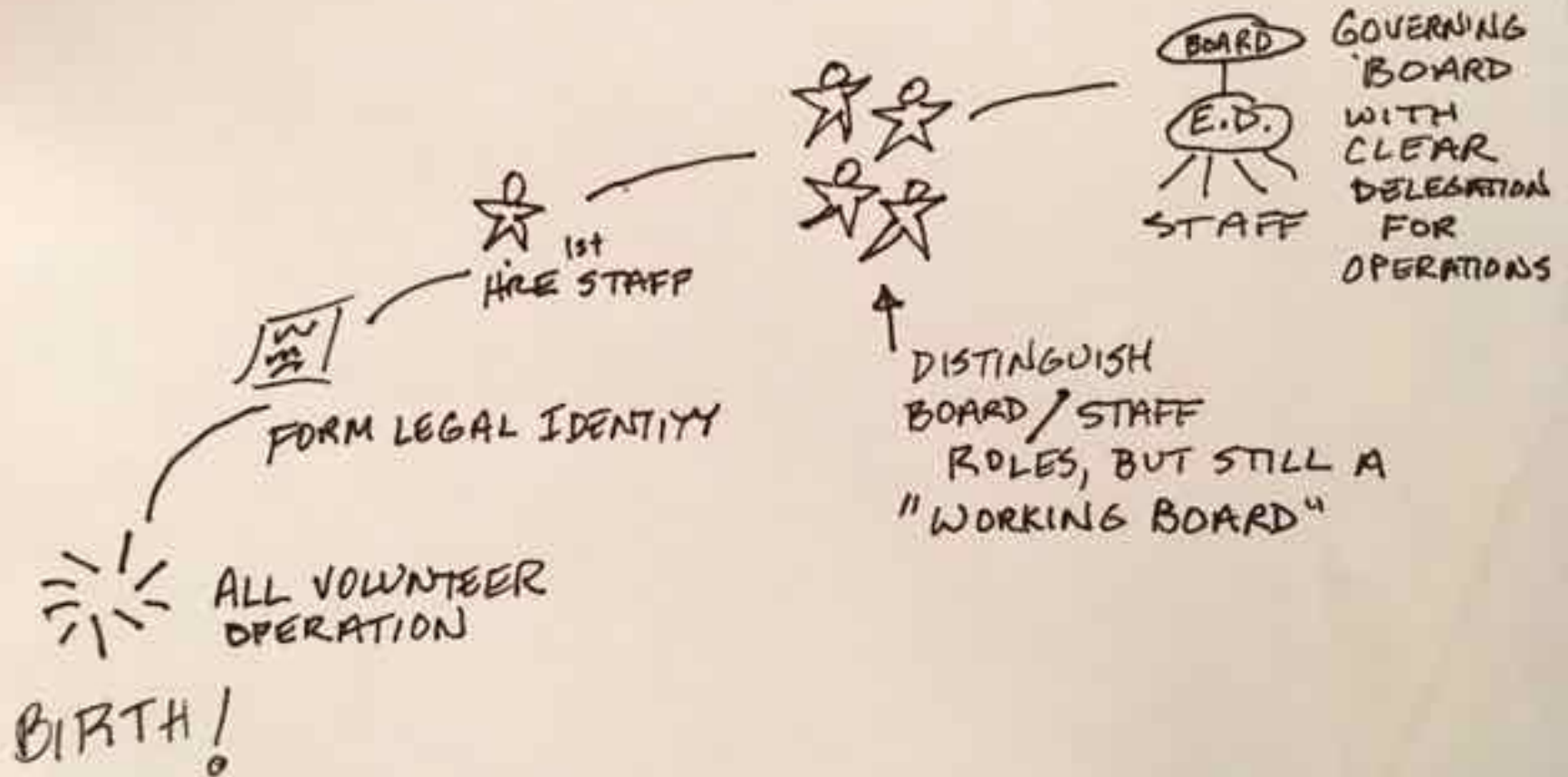
# Overview



- Basic concepts of board governance
- Where it gets tricky
- Essential tools of the trade
- Building better market boards together



# THE LIFE OF AN ORGANIZATION



# Governance Structure



*“Ownership”*



Board



Market Manager



Staff



*Results (in alignment with purpose)*

***Delegation and  
Empowerment***



***Accountability***



# Roles and Responsibilities



## BOARD (Governance)

- Set expectations
- Write them down
- Delegate authority
- Check on results

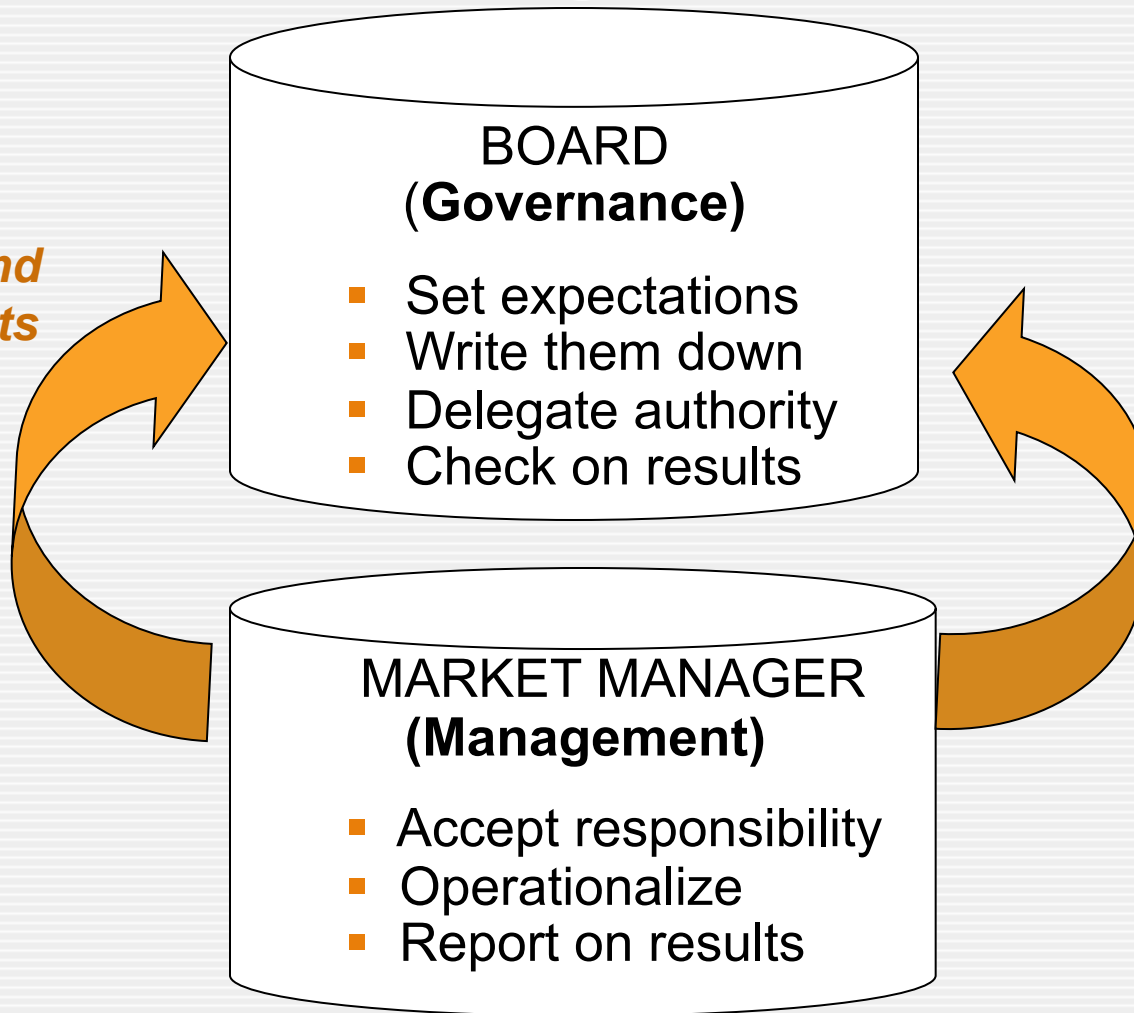
## MARKET MANAGER (Management)

- Accept responsibility
- Operationalize
- Report on results

# Roles and Responsibilities



*The board is supported and informed in its work.*





# Roles and Responsibilities

*A relationship of trust and respect*

## BOARD (Governance)

- Set expectations
- Write them down
- Delegate authority
- Check on results

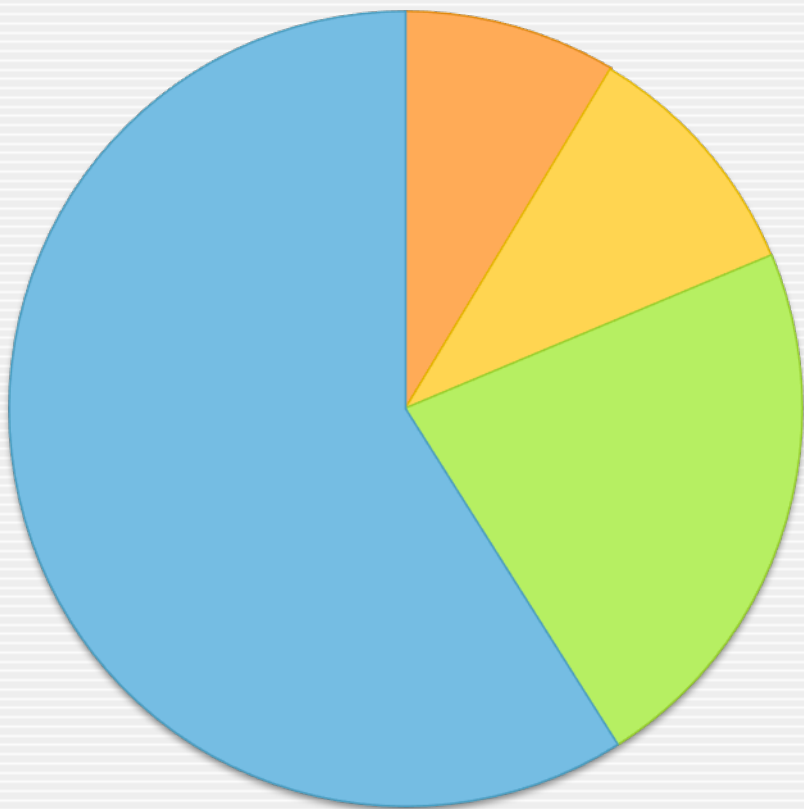
## MARKET MANAGER (Management)

- Accept responsibility
- Operationalize
- Report on results

# The Board's Value

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**Time**



- Being People together
- Monitoring Performance
- Making Decisions
- Learning and Thinking Strategically

# The Market Manager & the Board President



# Essential Tool #1: The Board Agenda

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## Board of Directors Meeting SAMPLE Agenda

Date, Place, Time

	Time	Topic	Type ( <i>Proposal, Question, Report</i> )	Presenter	Min.	Attached?
1	5:30- 5:40	Welcome and Introductions <ul style="list-style-type: none"> <li>Go round: How are you, and have you read the packet?</li> <li>Review Ground Rules</li> </ul>	Question	All	10	No
2	5:40 - 5:50	Member Comments <ul style="list-style-type: none"> <li>3 min max per attendee</li> </ul>	Question	Members	10	No
3	5:50 - 5:55	Review/Approve Meeting Agenda	Proposal	All	5	---
4	5:55 - 6:00	Consent Agenda <ul style="list-style-type: none"> <li>Dec. Board Minutes</li> <li>Committee Minutes</li> <li>Manager's Report</li> </ul>	Proposal	Shannon	5	Yes
5	6:00 - 6:05	Board President's Report	Report	Shannon	5	No
6	6:05 - 6:35	Strategic Conversation <i>Who are our key partners? How are we building those relationships?</i>	Question	Jay	30	No
7	6:35 - 6:50	4 <sup>th</sup> Quarter Financials	Report	Syd	15	Yes
8	6:50 - 7:00	Evaluation and Closing	Question	All	10	No

**Question** = Gathering Information      **Proposal** = Decision Making      **Report** = Giving Information

### Attachments

- December Board Minutes
- Committee Minutes
- Management Report
- Quarter 4 Financials

### Ground Rules

- Arrive on time, fully prepared
- Listen with full attention
- Ensure that all voices are equally heard (avoid dominating)
- One person speaks at a time (raise hands, avoid interruptions)
- Speak succinctly
- When you have a concern, offer solutions
- Avoid repeating ideas (yours or others)
- Stay focused on the purpose and goal of each item
- Use the "Point of Process" signal if we forget the Ground Rules.

# Essential Tool #2: The Board Calendar

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## SAMPLE Annual Board Calendar

MONTH	STRATEGIC CONVERSATIONS AND BOARD PERFORMANCE	FIDUCIARY RESPONSIBILITIES
January	<b>Strategic Conversation:</b> <i>Who are our key partners? How are we building those relationships?</i>	4th Quarter Financials
February	<ul style="list-style-type: none"> <li>Review/Approve Annual Calendar</li> <li>Board training: Understanding Financial Statements</li> </ul>	Review/Audit of Financials
March	<b>Strategic Conversation:</b> <i>Are there policies we should be advocating for, at the State and local level? What does advocacy look like?</i>	
April	<b>Strategic Conversation:</b> <i>What are the market trends we should be aware of?</i>	1st Quarter Financials
May	<ul style="list-style-type: none"> <li>Board Training: Board roles and responsibilities</li> </ul>	Monitor policies: <i>Conflict of Interest, Whistleblower, Document Retention</i>
June	<ul style="list-style-type: none"> <li>Begin Board Self-Evaluation</li> <li>Update/launch board recruitment process</li> </ul>	Begin Management's Evaluation
July	<b>RECESS</b>	
August	<ul style="list-style-type: none"> <li>Board Self-Evaluation Results</li> </ul>	2nd Quarter Financials
September	<b>BOARD/MANAGEMENT RETREAT</b> <ul style="list-style-type: none"> <li>Review/Update Strategic Plan</li> <li>Brainstorm Topics for Strategic Conversations</li> <li>Update Committees Structure</li> </ul>	
October	<ul style="list-style-type: none"> <li>Elect Officers</li> <li>Refresh Committees and Committee Chairs</li> <li>Approve slate of new board members to begin terms in November</li> </ul>	<ul style="list-style-type: none"> <li>3rd Quarter Financials</li> <li>Complete Management's Evaluation</li> </ul>

# Where it gets tricky - Committees



*“Ownership”*

⋮

Board

⋮



Market Manager

⋮

Staff

⋮

*Results (in alignment with purpose)*

*Delegation and Empowerment?*



*Accountability?*



# Essential Tool #3: Committee Charters

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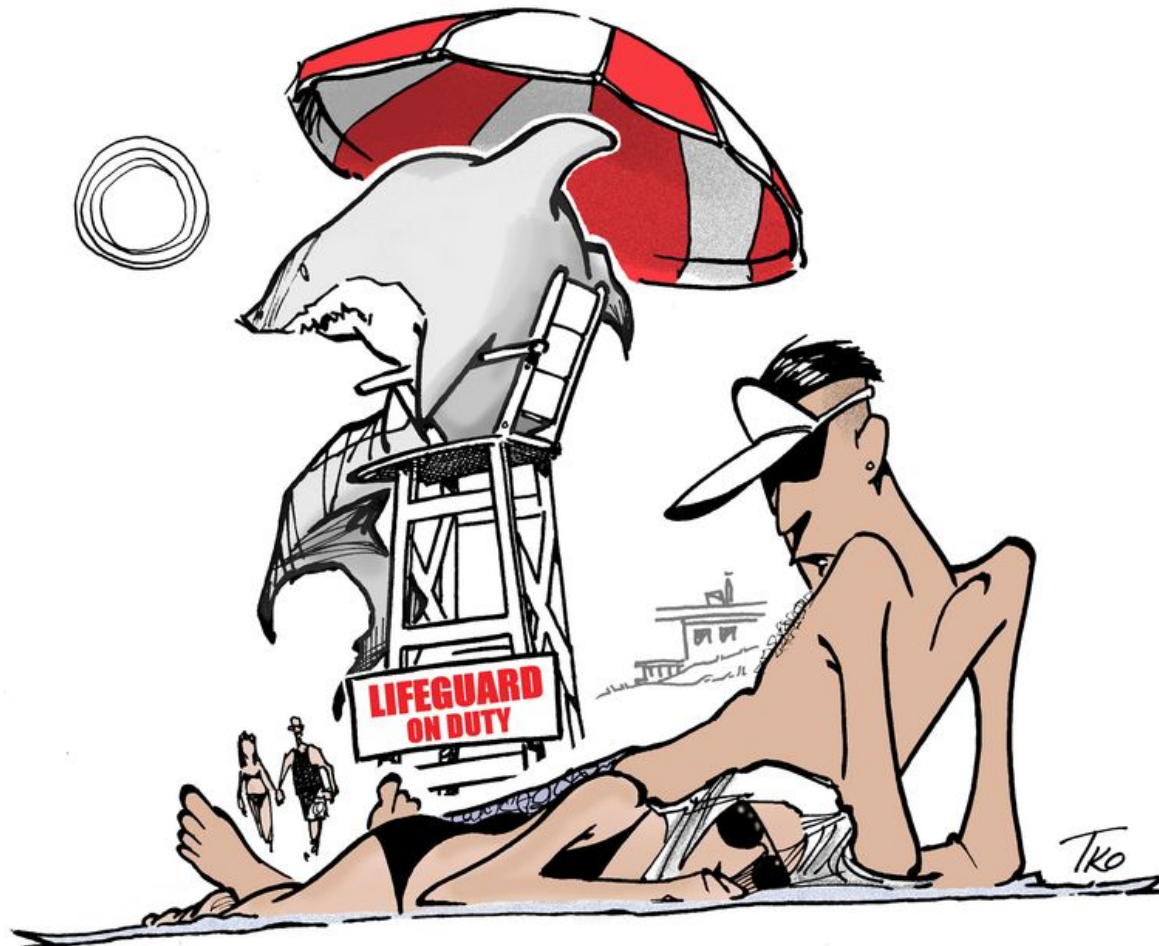


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## Committee Charter

Name of Committee	
Date of last revision	
Purpose (Summary)	
Specific responsibilities	
Any specific decisions delegated to the Committee by the board	
Meeting schedule (regular date, time, place)	

# Where it gets tricky – Conflict of Interest



*“So, I’m the only one who sees a conflict of interest here?”*

# Essential Tool #4: Code of Ethics

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## SAMPLE BOARD MEMBER CODE OF ETHICS

As a member of this Board I will:

- Represent the interests of all people served by this organization.
- Not use the organization or my service on this Board for my own personal advantage or for the individual advantage of my friends or supporters.
- Keep confidential information confidential.
- Approach all Board issues with an open mind, prepared to make the best decision for the whole organization.
- Do nothing to violate the trust of the members of this organization or the community we serve
- Focus my efforts on the mission of the organization and not on my personal goals.
- Never exercise authority as a Board member except when acting in a meeting with the full board or by the authority delegated to me, by agreement of the Board.
- Disclose any potential conflict of interest in any decision that I will be deliberating, and abstain from voting as appropriate.

\_\_\_\_\_  
*Signature*

# Essential Tools

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- ✓ Board Agenda
- ✓ Board Calendar
- ✓ Committee Charters
- ✓ Code of Ethics
- Regular Support – Ounce of Prevention
- Recruitment – SUPER IMPORTANT!