

# TOUGH DECISIONS FOR BOARDS

by Thomas G. Addington



The feeling is bittersweet. Another Board of Directors' meeting is over and everyone is smiling and shaking hands as folks head for the door and the airport. It was good to see one another again. It was wonderful to hear how the vision of the organization is progressing. It is clear that management is doing a good job. Almost all agenda items were adequately covered. But, near the end of the meeting things got a little messy and, quite frankly, fell apart.

Near the conclusion of the two-day meeting, two items of strategic importance required significant discussion and Board input. Until some resolution is agreed to, management will be hampered in its ability to move the organization forward. However, most board members could not remain past the published time of adjournment and the meeting was concluded in rather hasty fashion.

No one feels great about leaving unfinished business on the table, but what can we do? Comments like, "We should probably find some way to get together on the phone," are left hanging in the air as people exit the room.

Even well-run board meetings may suffer such unhappy endings. These scenarios are as common as they are unsettling. Thankfully, they are not inevitable.

Many agenda items can be handled with relative efficiency. Some things require only a simple "yes/no" vote, while certain issues can be taken care of with a few clarifying questions. Other portions of the schedule are designed to keep members informed and, as such, require no formal board action; that is, major portions of board meetings call for members to listen more and speak less. But, in virtually all meetings of Boards of Directors, there are a few issues over which mutual reflection, discussion, and decision are necessary.

Coming to consensus over issues that have no easy answer is seldom efficient and is often messy. How is it possible to take advantage of the assembled wisdom at the table and come to a productive conclusion, while also honoring the time constraints that are inherent in any meeting?

Regarding issues that require genuine input, two truths seem to characterize most Board of Directors' meetings:

1. Items demanding the most thought are often left to the end of the agenda.
2. Items demanding the most thought are often defined inadequately.

There is, of course, nothing in *Robert's Rules of Order* that specifies that tough portions of the agenda are to come last. Nevertheless, such parts of a

board meeting are often allocated "leftover" time. Items that need time for resolution operate as the shock absorber in the schedule, which almost always means that the time slot for them is squeezed, not expanded. So, one way to insure that crucial discussion-oriented agenda items get the time they deserve is to place them earlier in the meeting schedule. However, the best way by far to capture the board's thinking on any particular question is to define the issue with laser precision.

One of the ironies of most board meetings is that the issues requiring the least active participation from the assembled members often make up most of the

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bulk of the board packet, including reports from management, meeting minutes, and charts that illustrate growth. But while great care is taken to prepare those documents, very little or nothing is done to prepare documents for difficult or complicated board discussions.

The good news is that tremendous benefits can be accomplished by sitting down in advance of the meeting to organize the discussion on paper. When that is done, there is a very good possibility that the discussion will take less time, the resulting action will be of higher quality, and the board will be happier. Even in cases where the discussion topics are too sensitive to include in a pre-read packet, it is possible to have the pre-work ready to distribute during the board meeting discussion itself.

What should such a discussion guide include? In order to make good decisions, those participating in the discussion need to know three things with real clarity:

1. What is the issue?
2. What do we know about the issue?
3. What is recommended?

The purpose in attempting to answer those questions is not to take the decision-making power away from the board as a whole. Rather, it is to gather all relevant thinking and information on the issue to date, so that the discussion can begin at a more advanced stage and proceed with more

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informed wisdom. The “blank-slate” style of board discussion is seldom the most effective.

Following are some guidelines for preparing such a document:

- Whatever is written must be simple, concise, and in summary form.
- The assumptions section (i.e., What do we know about the issue?) is designed as a random assortment of data surrounding the issue: just the facts. There should be little disagreement over the assumptions, because they are made up of data, not argument. There may be discussion as some members of the board become acquainted with the issue, but the assumptions should be informational, not controversial.
- Make the recommendations as specific as possible, and make

certain they completely address the issue(s) identified. Recommendations that are ambiguous still tend to be so after the Board finishes with them, while precise recommendations invite precise editing.

Every fifteen minutes spent laboring over exact wording can save hours of unproductive and ambiguous discussion. Quality of thought beforehand yields quality of discussion and decision. That extra work can take the “bitter” out of a bittersweet ending to a board meeting. 🗣️

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