ADRIA Board Policy Review
November 2013

The purpose of this review is to identify language in the board policies that may not be appropriate. For example, in our June board meetings we determined that there is mandatory language compelling the Executive Director to do things for which ultimately she has no control. Rather than stating these items as mandatory they will be stated as goals and objectives or other similar language. Also, where it is appropriate to use mandatory language then the action to be taken or consequences in the event of a breach must be spelled out.

This review will start with those three items that were identified in our June meetings as requiring review. I will then move on to review the remainder of the board policies.

1. Policy II 5. Financial Planning

1.1. This section uses compulsory language in the preamble by stating that financial planning "shall not …". I recommend replacing the preamble with the following:

> All financial planning during any fiscal period or part of a fiscal period must be done with a primary objective of not risking financial jeopardy or compromising the ADRIA Ends policies.

1.2. Change the second sentence of the preamble to:

> Accordingly, the executive director will not, without the approval of the Board, cause or allow financial planning which:

1.3. Add a new item 7 which reads:

> Deviate by more than 10% of Board's mission outcomes.

2. Policy II 6. Financial Condition

2.1. Replace the first sentence of the preamble with the following:

> If the financial condition is in jeopardy, the executive director must immediately notify the Board.

2.2. Replace the second sentence of the preamble with the following:

> The Executive Director must not do any of the following without permission of the Board.

3. Policy II 7 Security/Operating Reserve

3.1. Replace the second sentence of the preamble with the following:

Any decision of a financial nature must be done with reference to the budgeted allocation for reserve funds. The Executive Director must not knowingly deviate from the budget allocations and should circumstances occur that may result in a deviation, the Executive Director will immediately notify the Board. To achieve this objective, the Executive Director will:

3.2. Change the first word of point 2 from "Either" to "Neither".

4. Remainder of Board Policies

4.1. In reviewing the entire Board Policies, I did not find any other instances where the policy creates an impossible situation by mandating compliance by the Executive Director, the Board, the executive or any individual Board member for something over which they do not have control.

5. General Comment

5.1. Throughout the policies I found certain recurring issues. Addressing these issues, in my view, will improve the policies.

5.2. Use of negative language. This is especially apparent in Policy II – Executive Director Limitations. By contrast, Policy IV Board Work is consistently written in positive language. My preference, for many reasons, is to use positive language. Some of these reasons include the following:

5.2.1. Positive language encourages action by letting people know what they can do rather than what they cannot do.

5.2.2. Positive language is easier to understand.

5.2.3. The human brain has difficulty processing the negative. Rather, the brain simply processes information without regard to the negative or positive. For example, if I tell you that you must not under any circumstances think of a pink elephant, you will immediately think of a pink elephant.

5.3. Here are two examples of policies that can be reframed.

5.3.1. Policy Type II 1. The Executive Director will only engage in and will consistently encourage practices which are prudent and ethical.

5.3.2. Policy Type II 2. (starting with the second sentence) The Executive Director will:

5.3.2.1. Ensure the board is aware of relevant trends, anticipated adverse media coverage …

5.3.2.2. Submit the required monitoring in a timely, accurate way and with clear language.

5.3.2.3. Include as many staff and stakeholder points of view …

5.3.2.4. Present information succinctly and with clarity.

5.3.2.5. Etc.

5.4. In many places, and once again especially in Policy II, some of the three or four letter words are used ineffectively.

5.4.1. For example, there are several places where it states “the Executive Director may not”. The word may is an optional word suggesting that the Executive Director has a choice and they may not do this or maybe they will. The word “must” is far more effective.

5.4.2. The use of the word “shall” is also problematic. It has a double meaning. It can mean something is mandatory or it can mean something will be happening in the future (I shall be going shopping on Tuesday). For that reason, I avoid using “shall” in any writing and especially when writing policies or agreements. If the intention is to write about something that will occur in the future use the word “will”. If the intention is to write about something that is mandatory then use the word “must”.

6. Conclusion

6.1. Thank you for the opportunity of reviewing the Board Policies. It has helped in learning more about the organization. The issues I was asked to review are addressed in the first four points of this document. The remainder of the document is done on my own initiative. Since I am the person raising the remaining issues I also quite prepared to undertake the task of revising the Board Policies to address the issues I have raised in Section 5.

6.2. I wish you all the best with your meetings of November 22 and 23 and look forward to joining you at the next meetings.

Respectfully submitted,

Stan Galbraith