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## Illinois Association of County Officials

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### Proposal to Strengthen the Board Structure

The following are relevant excerpts from the book, **“Race for Relevance – 5 Radical Changes for Associations”**, Authors Harrison Coerver and Mary Byers, CAE.

Harrison Coerver is President of Harrison Coerver & Associates, a management consulting firm specializing in strategy and planning for trade associations, professional societies, and other tax-exempt membership organizations. In the last 25 years, Harrison has consulted with more than 1,200 associations in strategy, planning, governance, and management.

Mary Byers, CAE, a former association executive, is a consultant and professional speaker. She helps groups gain clarity and focus through leadership conference training and facilitating strategic planning retreats, and helps association staff and volunteers talk through the tough issues.

Using real life examples and their combined years of experience, the authors effectively step the reader through five radical changes considered critical to the long-term success of associations similar to ours.

- 1) Overhaul the governance model and committee operations;
- 2) Empower the CEO and enhance staff expertise;
- 3) Rigorously define the member market;
- 4) Rationalize the programs and services; and
- 5) Build a robust technology framework

#### **Phase I - Overhaul the governance model**

“But the biggest consequence of a large board is disengagement. The larger a board gets, the less engaged the individual director tends to be. Psychologists call this “social loafing” – when individuals fail to take personal responsibility for the group’s actions and instead rely on others to take the lead.” (Byers, 2011)<sup>1</sup>

“There is an organizational dynamic at work - that will, over time, place authority and control into a smaller group....The lesson should not go unnoticed. Large boards are not effective. In reality, almost all associations and professional societies are actually governed by the officers or an executive committee of about five individuals.” (Byers, 2011)<sup>2</sup>

Discussion of typical board compositions: “A subset of this [geographic] approach is where all state, regional, or local chapter presidents have a seat on the board....Now you have directors that (a) serve only one term and (b) are doing double duty as a national [IACO Board member] director and chapter

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<sup>1</sup> Pg 26

<sup>2</sup> Pg 27

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## Illinois Association of County Officials

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### Proposal to Strengthen the Board Structure

[affiliate] president. (This is like being a mayor or governor at the same time you are serving as a U.S. Senator!) How effective can an individual be in both roles simultaneously?" (Byers, 2011)<sup>3</sup>

"Associations cannot be run by part-time amateurs, but can be run by a five member board and empowered skilled staff." (Byers, 2011)<sup>4</sup>

"The smaller circle of leadership requires a new level of teamwork; there's no room for lack of commitment or avoidance of accountability..." (Byers, 2011)<sup>5</sup>

On the topic of selecting association leadership: "Another question asked often by nominating committees is, "Whose turn is it?". In this case, being a director is a function of how much time an individual has served, [rather than his/her leadership skills]." (Byers, 2011)<sup>6</sup>

Excerpt from **Race for Relevance** (Byers, 2011)<sup>7</sup>: "Most associations select their board members based on the flawed assumption that anybody can govern. Governing, however, is difficult. To succeed a potential director has to pass the leadership AND governance test.

Leadership: Rather than ask "Whose turn is it?" ask "Who demonstrates the most promising leadership?"

- Does the candidate have basic leadership skills? (Not the ability to manage, but to lead.)
- Do they have a five-year horizon in their thinking?
- Can they guide the association into the future?
- Can they effectively direct the association's resources to achieve its goals and objectives?
- Do they have the ability to inspire and empower others?
- Can they build teamwork among peers with different needs and interests?
- Can they demonstrate leadership abilities – not just articulate them?
- What have they done to show that they can move people and the organization in the right direction?
- What examples can they give where they have been able to cultivate productive teamwork?
- In what instances have they skillfully and creatively directed resources to accomplish objectives?

Governance. Governing is challenging and a candidate should have a track record of performing in a governance capacity.

- Does the candidate know what it means to govern?
- Do they understand the duties and functions of the board – and the role of a director?
- Do they know the duties of care, loyalty, and obedience?
- Do they know that governing is much more difficult than managing?

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<sup>3</sup> Pg 28

<sup>4</sup> Pg 28

<sup>5</sup> Pg 62

<sup>6</sup> Pg 30

<sup>7</sup> Pgs 32-34

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## Illinois Association of County Officials

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### Proposal to Strengthen the Board Structure

- Can they demonstrate how they have governed appropriately and effectively in the past?
- Can they give instances where they have been able to elevate their peers from micromanaging to governance?
- What have they done to show they can make a judgment in the interests of the entire membership and deal with conflicting interests?

### **Confirmation From Another Source**

The following quote from [www.governancematters.org](http://www.governancematters.org) – Best Practices of Outstanding Boards, reinforces the points made by *Race for Relevance* (Byers, 2011):

“In the end, it [the strength of the Board] all boils down to having board members who:

- Have been carefully selected,
- Are well trained in all aspects of nonprofit governance,
- Are deeply involved in their board duties,
- Participate in the activities of the organization, and know its clients,
- Realize that their job is “to serve the organization, not to be served by staff,”
- Respect the opinions of staff and elicit ideas from staff,
- Realize that serving on a board is a privilege they must earn and must continue to merit through hard work. “

### **So How Can IACO Strengthen Its Board?**

“The first and most important of the five radical changes is to overhaul the size and composition of the board of directors. All other changes are substantially dependent upon this first move.” (Byers, 2011)<sup>8</sup>

## Proposal for Restructuring

### **Executive Board**

- Five-members
  - Past President
  - President
  - President-Elect
  - Vice President
  - Secretary/Treasurer

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<sup>8</sup> Pg 32

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## Illinois Association of County Officials

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### Proposal to Strengthen the Board Structure

- Each year an individual from the Board of Directors will be nominated to serve as Secretary/Treasurer. Once elected, the individual moves up the chairs to become President. Overall time commitment of five (5) years from Secretary/Treasurer through Past President. *(Note: Intention is that day-to-day responsibilities of Treasurer would be handled by another person – to provide continuity necessary from year to year. The Secretary/Treasurer would take minutes of the all meetings and provide oversight of the financial aspect of the organization, including giving the Treasurer’s report.)*
- Nomination for Executive Board. Members of the Board of Directors that have one year of experience are eligible to be considered for the Executive Board.
  - Interested candidates shall submit a resume or application to the Executive Board for consideration on or before October 1<sup>st</sup>. *(Suggestion: Develop an application form which will enable the Executive Board to consider the candidates based upon similar information and/or responses to essay questions. Application form will also convey the responsibilities of being an Executive Board member, including the estimated time commitment.)*
- The Board of Directors (one vote per affiliate organization) will nominate a candidate for Secretary/Treasurer from the pool of applications.
- Executive Board responsibilities would include:
  - Administer the day-to-day operations of the organization
  - Develop a financial plan for IACO, including the annual budget
  - Plan and execute the annual conferences within the scope of the approved budget.
  - Enter into contracts on behalf of IACO
  - Make decisions on contractual employees regarding salary, benefits, and duties and responsibilities
- The Executive Board will meet in person or via conference call at the discretion of the President. (As frequently as weekly in the weeks leading up to the conferences, no less than once a month in the months outside the conference. )

### **Board of Directors**

- Each affiliate in good standing will appoint one affiliate member to serve on the Board of Directors for a three-year term. The affiliate organization makes another appointment to the Board of Directors at the end of the three-year term, in the event the member is elected to the Executive Board, or in the event of a vacancy for any reason.
  - Responsibilities of the Directors include:
    - Set organization goals, objectives, and policies
    - Approve the annual budget.
    - Provide support to the Executive Board to carry out the goals and objectives of the organization
    - Provide support to the Executive Board to plan and execute the annual conferences

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## Illinois Association of County Officials

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- Nominate the Executive Board Sec./Treas.
- The Board of Directors will meet immediately prior to each conference and at other times throughout the year as deemed necessary by the President. (Estimated total meetings 4-5 per year.)

#### **Advisory Board Members**

- The President of each member affiliate will serve on the Board in an advisory capacity. (No committee responsibilities; no voting rights)
- Responsibilities include:
  - Act as a liaison between the IACO and affiliate organization
  - Provide articles for County-to-County quarterly – or as requested by the Board
  - Communicate and coordinate with association administrator on conference schedules, agenda's, room set-up, etc.
  - Attendance at the pre-conference Board meetings

#### **Industry Representative Advisory Board Members.**

- The Industry Representative Committee shall consist of three industry representatives each serving a three-year term.
- Appointments shall be made by the President with the advice and consent of the Executive Board and shall be staggered so that one appointment is made each year.
- The Chairman of the Industry Representative Committee shall be the individual that has served on the Committee for the longest period.
- Members of the Industry Representative Committee shall be accorded all the rights and privileges of the other Executive Board members with the exception of the privilege of voting and holding elective office.
- The duties of the Industry Representative Committee shall include, but not be limited to:
  - Act as a liaison between vendors and the Executive Board
  - Make recommendations to the Executive Board that will promote the IACO mission statement and maximize the benefit of Industry Partners that support IACO.
  - Offer advice and assistance to the Executive Board in planning annual conferences

#### **How can we make the transition?**

- For 2013 leave succession method in place to determine Executive Board (See chart below)
  - Gives the Board and Affiliates time to get necessary structure in place
- Affiliates with a vacancy will elect a person to serve the terms identified in the chart
- Current Board members not on the Executive Board will begin a three-year term

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<b>2013</b>	<b>5-member Executive Board</b>	<b>Board of Directors (9 members)</b>	<b>3-year Term</b>	
(2009)*	Past President	County Board (Frank)	County Board (to be filled)	2012-2014
(2010)*	President	Clerk (Mark)	Clerk (to be filled)	2013-2015
(2011)*	President-Elect	Reg. Sups (Larry)	Reg. Sups (to be filled)	2011-2013
(2012)*	Vice President	Engineers (Dan)	Engineers (to be filled)	2012-2014
(2013)*	Sec/Treas.	Coroners (Duane)	Coroners (to be filled)	2013-2015
		Circuit Clerk (Chris)	Circuit Clerk (Chris)	2013-2015**
		Treasurer (Kirby)	Treasurer (Kirby)	2013-2015**
		Assessor (Lindi)	Assessor (Lindi)	2013-2015**
		Auditors (Rick)	Auditors (Rick)	2013-2015**

\*Theoretic year each would have become Sec./Treas.; used to determine the term years for vacant Board of Director positions.

\*\* This appears to have too many leaving the Board in 2015, but it assumes none of our current Board members (Chris, Kirby, Lindi & Rick) will move up to the Exec. Board - and that is not likely. If/when any one of them becomes a member of the Executive Board - the terms will continue to get dispersed.

### **Benefits of Reorganizing to a 5-member competency-based Executive Board:**

- The smaller decision making Board will be able to make effective, timely decisions – when it counts, such as pre-conference planning
- The smaller Board can meet more frequently (via conference call or in person) minimizing the gaps of communication and business activity between regular Board of Director meetings – at minimal cost.
- No room for lack of commitment or avoidance of accountability!
- Reduces the time commitment for Board of Directors to a manageable three years – which opens the door for participation without the 10-year+ commitment of the current Board make-up.
- Time commitment of Executive Board is 5 years – opens the door for others to participate.
- Focus on creating an efficient and effective organization that is empowered to fulfill our mission. Mission Statement of IACO: The Illinois Association of County Officials, a statewide organization of affiliate county official groups, is dedicated to maintaining and improving the quality of county government through education. The IACO membership promotes responsible public policy, ethical service and high standards of performance in single and multi-county units of government. Efficient and effective government service is enhanced through the cooperative efforts of the IACO membership, its service corporation, staff, volunteers and associate members. In order to promote professionalism in county governmental service, IACO conducts annual meetings, seminars and in-service training sessions. Additionally, IACO facilitates professional networking and publishes professional materials. These efforts are designed to maintain and enhance public confidence in county government.

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## Illinois Association of County Officials

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#### **Overhaul Committees**

“On paper, committees look great. They capture the talent from the membership, focus this valuable resource on important association activities, and make a significant contribution in advancing the association’s mission and objectives. Committee participation has several byproducts: It can engage members in a meaningful way, give members a networking opportunity, and provide the association with a pool of potential future leaders. (Byers, 2011)<sup>9</sup>

“But let’s face it, that’s not how the most committees work. If an association has a couple of active and productive committees, it is fortunate. There are associations or professional societies with active and worthwhile committee structures, but they are few and far between.” Page 47

So...why don’t committees work?

“Based on our work with associations and years of interviewing volunteers, we estimate that at least 50% of committees don’t have a clear understanding of what they are supposed to do.” (Byers, 2011)<sup>10</sup>

#### **Proposed Solution for IACO**

- Restructure the current committee format to eliminate non-productive committees!
- Rather than the IACO President making committee assignments, he/she appoints an Executive Board member or member of the Board of Directors to perform a specific goal or task. Authorize the appointee to form (or choose not to) their own working group to assist with the assigned task. Members of the working group can be from within IACO, but are not required to be.
  - Assigning a single person to be responsible will eliminate social loafing – where everyone assumes someone else will do it.
- Suggestions for reallocating current committee responsibilities:
  - Executive/Nominating: Executive Board (as a whole)
  - Finance & Audit: Executive Board (Secretary/Treasurer)
  - Conference: Executive Board (as a whole)
  - Education – Executive Board – Vice President and/or President Elect
  - By-Laws and Membership: Board of Director – member
  - Awards: Board of Directors - member
  - Communication: Board of Director – member
  - Legislative: Board of Director - member

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<sup>9</sup> Pg 47

<sup>10</sup> Pg 47

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## Illinois Association of County Officials

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#### Phase II

- **Build a robust technology framework**
  - Strengthen and enhance our website to effectively communicate our mission to our members, other elected and appointed officials, and the public
  - Use the website more effectively as an educational tool for our members.
  - Use the website to track and communicate legislative issues to our members.
- **Rationalize the Member Market:** “When you boil it all down, there are only three options: (A) continue to struggle with divergent interests and needs: (B) organize and structure to meet diverse needs: or (C) focus solely on the needs of a definable segment. (Byers, 2011)<sup>11</sup> “Let’s rethink the fundamental scope of a member market that we can serve well and purposefully forget about those member segments were we will always have marginal value.” (Byers, 2011)<sup>12</sup>

Proposal respectfully submitted by,

Lindi Kernan, Ad Hoc Committee Chair

Wendy Ryerson, Past President

***Revised per July 27, 2012 IACO Board meeting***

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<sup>11</sup> Pg 75

<sup>12</sup> Pgs 75-76

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## Illinois Association of County Officials

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**Lindi and I really liked this code of ethics – and think it should be included in the Board of Director training binder annually, and perhaps all (or part) of it can be incorporated into our “application” for becoming a member of the Executive Board.**

## BOARD MEMBER CODE OF ETHICS

### As a member of the board I will:

- Listen carefully to my fellow Board members, and the affiliate members I serve.
- Respect the opinion of my fellow board members.
- Respect and support the majority decisions of the board.
- Recognize that all authority is vested in the board when it meets in legal session and not with individual board members.
- Keep well-informed of developments that are relevant to issues that may come before the board.
- Participate actively in board meetings and actions.
- Call to the attention of the board any issues that I believe will have an adverse effect on IACO or our affiliates.
- Attempt to interpret the needs of affiliate members to IACO and interpret the action of IACO to our affiliate members.
- Refer affiliate or staff complaints to the proper level on the chain of command.
- Recognize that the board member’s job is to ensure that IACO is well-managed, not to manage IACO.
- Represent all affiliates of IACO and not a particular association or special interest group.
- Consider myself a “trustee” of IACO and do my best to ensure that the agency is well maintained, financially secure, growing and always operating in the best interests of affiliates.
- Always work to learn more about the board member’s job and how to do the job better.
- Declare any conflicts of interest between my personal life and my position on the IACO board, and avoid voting on issues that appear to be a conflict of interest.

### As a member of the board I will not:

- Be critical, in or outside of the board meeting, of fellow board members or their opinions.
- Use IACO or any part of the organization for my personal advantage or the personal advantage of my friends or relatives.
- Discuss the confidential proceedings of the board outside the board meeting.
- Promise prior to a meeting how I will vote on any issue in the meeting.
- Interfere with the duties of the executive or undermine the executive’s authority.