

Board Excellence

Bill Ryan

William & Mary

Board of Visitors Retreat

July 26, 2023

ryanconsulting

Quick warm-up

Mental models

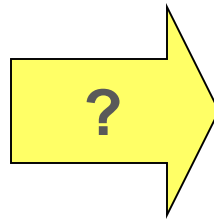
Board is to organization as...

_____ is to _____.

A framework for Board excellence

Case Study

Should Boston Museum of Fine Arts lend 21 Monet paintings to the Bellagio Casino in Las Vegas?



Triple Helix Case

Should Boston Museum of Fine Arts lend 21 Monet paintings to the Bellagio Casino in Las Vegas?

Fiduciary

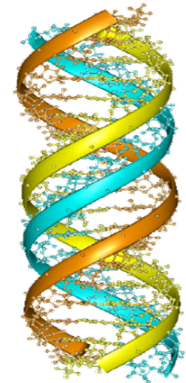
Travel-worthy? Insurance? Security? Donor restrictions? Financial arrangements? Timeline? Curatorial control?

Strategic

Effect on MFA attendance, audiences?
Prototype deal? Competitor/peer responses?

Generative

Mission aligned? People to art or art to people? Public art/private dealer? Are we conservative or populist?



Generative governing

Generative governing **generates** a *sense of*:

- What the problem or situation is
- Who we are as an institution

Governing modes

Fiduciary

Board's central
purpose

Protect assets

Board's core work

Oversight

Key question

What's wrong?

Problems are to
be...

Spotted

Fiduciary governing

Duty of Care. Must act in "good faith" using the "degree of diligence, care and skill" that prudent people would use in similar positions and circumstances.

Duty of Loyalty. Must act in the interest of the corporation. Must not approve any transaction that is not fair and reasonable, and a conflicted board member may not vote.

Duty of Obedience. Must comply with applicable federal, state, and local laws, adhere to the organization's bylaws, and remain guardians of the mission.

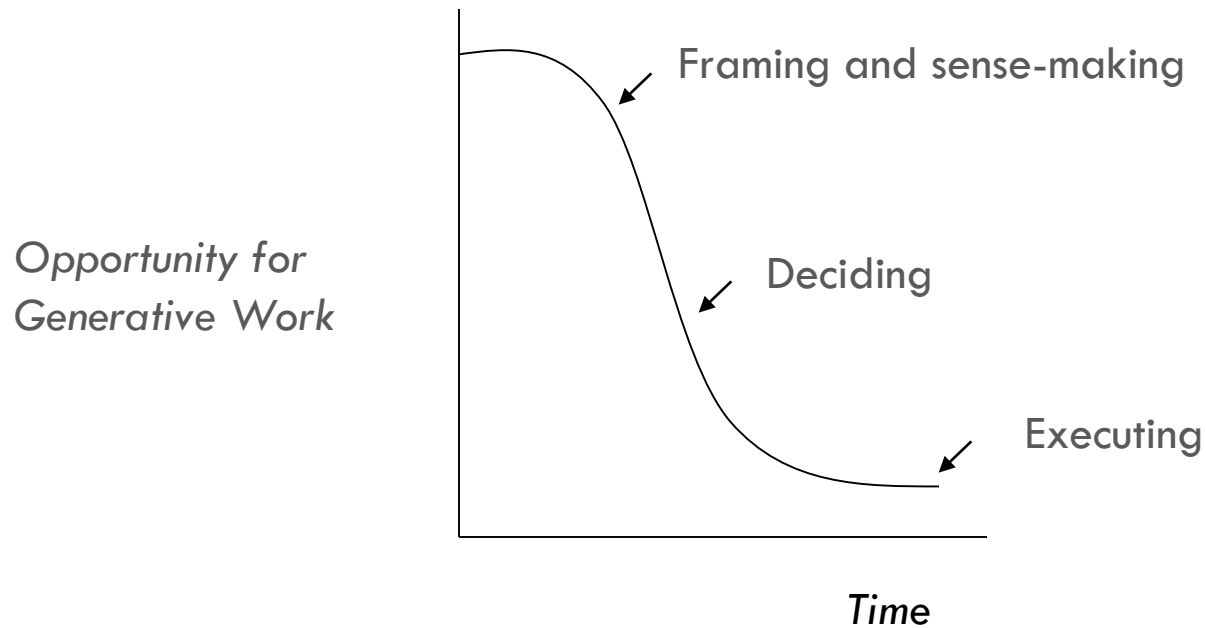
Governing modes

	Fiduciary	Strategic
Board's central purpose	Protect assets	Set the course
Board's core work	Oversight	Foresight
Key question	What's wrong?	What's the plan?
Problems are to be...	Spotted	Solved

Governing modes

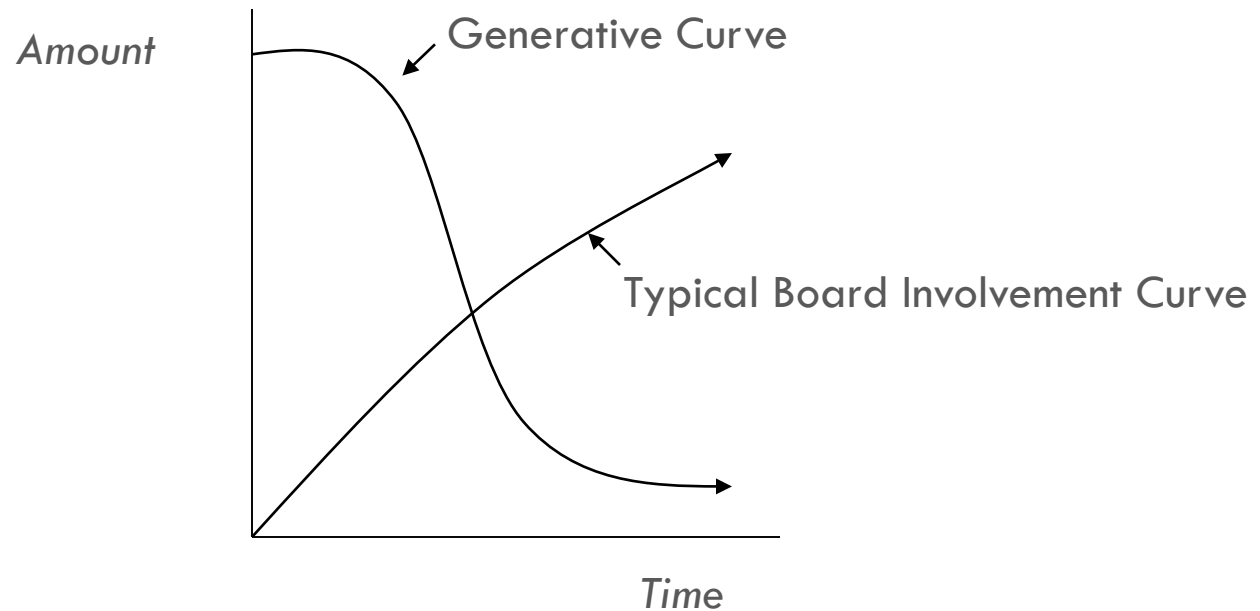
	Fiduciary	Strategic	Generative
Board's central purpose	Protect assets	Set the course	Make sense
Board's core work	Oversight	Foresight	Insight
Key question	What's wrong?	What's the plan?	What's the question?
Problems are to be...	Spotted	Solved	Framed

The generative curve



The opportunity to influence generative work declines as issues are framed and converted into plans, strategies, and problems.

The generative challenge



Trustee involvement is lowest where generative opportunity is greatest; trustee involvement increases as generative opportunity declines.

Implications

What mindsets, stances, or behaviors would the Board need from its individual members so it can engage in the effective governing we've explored?

Trusteeship as a collective enterprise

- Helping the Board govern collectively...vs being an individual inspector general
 - Contributing to robust debate to get to a decision, then speaking with 'one voice'
 - Knowing when to let go of ideas (assuming they are heard, respected, and considered)
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Reflections on Board excellence framework

Board-President Partnership

Board-President Partnership

- **Board:** What do you need from the President (and her team) in order to have a successful partnership?
 - **President (and team):** What do you need from the Board in order to have a successful partnership?
-

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