

# Memorandum



**FIRST LIGHT**<sup>®</sup>  
Group LLC

To: [REDACTED]  
 From: Mark Light  
 Reason: Governance Retreat May 10, 2017  
 Date: May 31, 2017

**Putting Your Future  
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## Introduction

On Saturday, May 10, a group of more than 15 board members and staff met for an all-day retreat to address a number of issues. First, confirm three specific mission elements as part of [REDACTED] participation in the All Chicago Sustainable Strategy Program. Second, clarify board and board member duties and guidelines of conduct. Third, ideate vision strategies.

## Mission Elements

Who do we serve, <b>our clients</b> ?	<b>Clients</b>
• unstable housed, 14-24, Southside, those who use facilities, homeless, young adults, used facilities, (16)	Homeless Young Adults
• Belford, CASSA, transition (10)	Those in Transition
• at risk, drop-ins, prospects (6)	Drop-ins
• used facilities, grads (2)	Graduates
• community at large, like agencies	Community and Colleagues
What <b>transformation</b> do our clients experience?	<b>Transformation</b>
• security, safety (16)	Safe
• aware of choices, education, endless possibilities, job opportunities, healthy, positive direction, hope (7)	Opportunity
• self-esteem, trust, responsibility, responsibility, discovery, self-worth,	Confidence
• stability, part of the community, family, home	Stable
How are we different from rivals, our <b>competitive advantage</b> ?	<b>Competitive Advantage</b>
• metrics, outcomes, financial expertise (25)	Real Results
• sole focus, sustaining independence, focus on client locales (10)	Focus
• continuum of service (5)	Service Continuum
• funding mix, donors (1)	Donor Mix
• expertise of leadership, commitment, staff, board of directors, agility of problem solving	Expertise
• reputation, drop-in center, physical assets, partnerships	Assets

\* Participants used a type of voting (multi-voting) to prioritize the results shown parentheses.

### Duties and Guidelines of Conduct

Ideas for <b>Board of Directors Duties</b>	<b>Board Duties</b>
<ul style="list-style-type: none"> <li>• direction, leadership, reevaluate strategy, establish mission, strategic direction, set policy, future look, provide legitimacy, innovation</li> </ul>	Set Direction
<ul style="list-style-type: none"> <li>• support ED, challenge leadership, mentor, expertise, hire and evaluate ED, enthusiasm, inspire</li> </ul>	Delegate Effectively
<ul style="list-style-type: none"> <li>• fiduciary, accountability, oversight, risk management, disaster planning, executive orders, legal</li> </ul>	Provide Fiduciary Oversight
<ul style="list-style-type: none"> <li>• measure performance</li> </ul>	Measure Performance
<ul style="list-style-type: none"> <li>• governance, HR for the board, self-fulfilling, recruiting for board, responsibility for itself</li> </ul>	Govern Itself

Ideas for <b>Board of Directors Guidelines of Conduct</b>	<b>Board Guidelines</b>
<ul style="list-style-type: none"> <li>• informed, client focused, generative thinking, creative, be strategic, challenge assumptions, challenging environment</li> </ul>	Important Work
<ul style="list-style-type: none"> <li>• efficient, lack of continuum for goals, consistency, déjà vu, time to spend on bigger issues, objective,</li> </ul>	Efficient
<ul style="list-style-type: none"> <li>• show and tell, too much staff time, more votes, no pontificating, lack of strategic discussions, don't avoid problems, engaged, lack of debate, interesting, not boring</li> </ul>	Give and Take, Not Show and Tell
<ul style="list-style-type: none"> <li>• ways to have off-sites, mission driven, no more lack of decisions, decisive, action oriented</li> </ul>	Action Oriented

Ideas for <b>Board Member Duties</b>	<b>Board Member Duties</b>
<ul style="list-style-type: none"> <li>• inquisitive, committed, attend, speak up, voice opinion, vote educated, prepared, finance</li> <li>• giving, engaged</li> <li>• positive, happy, think big, thoughtful, open-minded, giving, engaged, positive, happy, think big, thoughtful, open-minded</li> </ul>	Exercise the duty of care <sup>1</sup> <ul style="list-style-type: none"> <li>• Prepare</li> <li>• Attend</li> <li>• Participate actively</li> </ul>
<ul style="list-style-type: none"> <li>• donate gift or \$2,500 personally, raise minimum of \$6,000 overall, identify donors, contribute</li> <li>• raise tangible goods</li> <li>• attend events, donate time</li> <li>• use expertise, empower staff</li> </ul>	Contribute generously <ul style="list-style-type: none"> <li>• Make a generous personal contribution within means</li> <li>• Actively participate in fundraising</li> <li>• Do the work of the board including serving on committees and attending events</li> <li>• Share your expertise willingly</li> </ul>

<sup>1</sup> The duty of care requires that directors of a nonprofit organization be reasonably **informed** about the organization's activities, **participate** in decisions, and do so in good faith and with the care of an ordinarily **prudent person** in similar circumstances. Adapted from Ingram, R. T. (2003). *Ten basic responsibilities of nonprofit boards*. Washington, DC: BoardSource. p. 3

Ideas for <b>Board Member Duties</b>	<b>Board Member Duties</b>
<ul style="list-style-type: none"> <li>• mission</li> <li>• be honest, ask for help, candid, courageous, honesty</li> </ul>	Be obedient to the organization <sup>2</sup> <ul style="list-style-type: none"> <li>• Honor the mission</li> <li>• Model the way</li> </ul>
<ul style="list-style-type: none"> <li>• ambassador, maintain reputation, 24/7 representation, board's work, committee work recruit volunteers, recruit new members</li> </ul>	Be a champion in the community

Ideas for <b>Board Member Guidelines of Conduct</b>	<b>Board Member Guidelines</b>
<ul style="list-style-type: none"> <li>• fiduciary, legal, client confidentiality, transparent, conflict of interest, loyal to agency</li> <li>• collegial, not passive aggressive, don't talk too much, support each other, be mindful, try not to be thin-skinned, don't be distracting, caring, non-judgmental, listen, respectful</li> <li>• global confidentiality, support decisions</li> </ul>	Be loyal to the organization <sup>3</sup> <ul style="list-style-type: none"> <li>• Put the organization first, ahead of your own interests including disclosing conflicts of interest and avoiding personal agendas</li> <li>• Speak with your voice inside the boardroom, always showing respect for others</li> <li>• Speak with the board's voice outside of the boardroom including fully supporting majority decisions not personally backed</li> </ul>
<ul style="list-style-type: none"> <li>• follow through, self-motivated, responsive, reputable character, meet obligations, accountable</li> </ul>	Follow through on promises made

### Committees

During the early afternoon, there was a discussion about committees that help the board do its job. These board-level committees (often called standing committees) at that time were executive, finance, programs, and development. The executive committee handles a variety of duties including those commonly found in a governance committee.

One specific action that the board took at the retreat was to eliminate the development committee.

<sup>2</sup> The duty of obedience requires that directors of a nonprofit organization **comply with applicable federal, state, and local laws**, adhere to the **organization's bylaws**, and remain the **guardians of the mission**. Adapted from Ingram, R. T. (2003). *Ten basic responsibilities of nonprofit boards*. Washington, DC: BoardSource. p. 3

<sup>3</sup> The duty of loyalty requires board members to exercise their power **in the interest of the organization** and not in their own interest or the interest of another entity, particularly one in which they have a formal relationship. When acting on behalf of the organization, board members must put the interests of the organization before their personal and professional interests. Adapted from *Legal Responsibilities of Nonprofit Boards*, Hopkins, Bruce R, JD, LLM (2003), Washington, DC: BoardSource, p. 3

### Vision Strategies Ideation

The work on the vision strategies ideation took a pulse of the group around possible strategies to consider going forward.

Ideas for Vision Strategies*	Vision Strategies
<ul style="list-style-type: none"> <li>70/30, one million-dollar donor, raise private individual funds to \$500,000, grow reserve, evaluate special events, corporate donors, social enterprise, eliminate need for HUD money (43)</li> </ul>	70/30 Mix (Private to Public Funding)
<ul style="list-style-type: none"> <li>New drop-in center, resolve mortgage, consolidate/stabilize real estate, facilities optimization (32)</li> </ul>	Drop-in Center
<ul style="list-style-type: none"> <li>████ brand, quantify ROI, (32)</li> </ul>	Build the █████ Brand
<ul style="list-style-type: none"> <li>Increase CASSA, expand aftercare, scale CASSA, expand minor housing, expand whole program (16)</li> </ul>	Increase CASSA
<ul style="list-style-type: none"> <li>staff development, evolve cycle for employees (8)</li> </ul>	Staff Development
<ul style="list-style-type: none"> <li>another leap of faith, post million-dollar donor (7)</li> </ul>	Another Leap of Faith
<ul style="list-style-type: none"> <li>more fun, BOB/staff interaction, grow BOD to 21-22, celebrate success at BOD level, swag like symphony board, █████ associate board goes official (5)</li> </ul>	Enhance Governance
<ul style="list-style-type: none"> <li>More common stakeholders, expand volunteer program at drop-in (3)</li> </ul>	Expand Volunteer Programs

\* Participants used a type of voting (multi-voting) to prioritize the results shown parentheses.

### Governance Capacity Assessment<sup>4</sup>

	Norm	████
<b>A Clear, Elevating Goal</b>		
1. We have a clear understanding of the mission and goals.	2.7	3.0
2. We view our mission and goals as important or worthwhile.	3.3	3.8
	3.0	3.4
<b>A Results Driven Structure</b>		
3. We have clear roles and accountabilities.	2.3	2.5
4. We have an effective communication system where credible information is easily accessible to all team members.	2.4	2.0
5. We have an effective communication system where opportunities exist for members to raise issues not on the formal agenda.	2.5	2.3
6. We have an effective communication system to document issues raised and decisions made.	2.7	2.4
7. We monitor Individual performance and provide feedback.	1.8	2.1
8. We make decisions based on sound facts and interpreted without predisposition.	2.7	3.3
	2.4	2.4
<b>Competent Team Members</b>		
9. We possess the relevant skills, abilities, and knowledge.	2.8	3.3
10. We possess a strong desire to make a meaningful difference to the cause.	3.2	3.6
11. We are capable of working well with each other.	3.1	3.6
	3.0	3.5

<sup>4</sup> From Larson, C. E., & LaFasto, F. M. J. (1989). *Teamwork: What must go right, what can go wrong*. Newbury Park, CA: Sage.

	Norm	
<b>Unified Commitment</b>		
12. We make serious individual investments of time and energy.	2.5	2.7
13. We do not pursue individual objectives at the expense of the cause.	3.0	3.8
	2.7	3.3
<b>A Collaborative Climate</b>		
14. We have a climate of honesty – integrity, no lies, and no exaggerations.	3.2	3.8
15. We are open: a willingness to share, receptivity to information, perceptions, ideas.	3.0	3.3
16. We are consistent: predictable behavior and responses.	2.8	3.3
17. We are respectful: treating people with dignity and fairness.	3.3	3.8
	3.1	3.6
<b>Standards of Excellence</b>		
18. Our standards of performance are clearly and concretely articulated.	2.2	2.3
19. Individual members require one another to conform to the established standards.	2.2	2.7
20. We exert pressure to make changes that constantly improve our standards.	2.2	2.8
	2.2	2.6
<b>External Support and Recognition</b>		
21. We celebrate our successes and have the tools we need to do our jobs.	2.9	3.1
<b>Principled Leadership</b>		
22. Our officers keep the vision of the future alive and in mind.	2.6	3.4
23. Our officers inspire us to make changes when needed.	2.5	3.1
24. Our officers unleash the energy and talents of the members.	2.3	2.6
25. Our officers suppress their individual egos on behalf of all of the members.	2.9	3.8
	2.6	3.2
<b>Average</b>	66.5	76.5

Comments	
Like About the Board	Don't Like About the Board
<ul style="list-style-type: none"> <li>• Dedication of members and their deep/broad expertise. Financial acumen.</li> <li>• Its diversity and collegiality.</li> <li>• Lots of passion for the cause. Very hands on and members are not afraid to challenge each other.</li> <li>• I like the board and the people involved. Everyone comes from a different background and brings different views</li> <li>• I feel the board is comprised of highly talented individuals that have the ability to promote and shape the continued success and growth of the agency.</li> <li>• Great people who are committed to a very important cause. Everyone understands █████'s vision and their respective roles in executing against the vision.</li> <li>• Dedicated, well-meaning people</li> <li>• a very talented group of people uniting for a common cause. the board never fights we always come to agreement. every board member respects others opinions and idiosyncrasies</li> </ul>	<ul style="list-style-type: none"> <li>• Not enough members and lack of clarity around purpose, accountability and respectfulness.</li> <li>• Needs more members, fatigue is a concern.</li> <li>• Communication is lacking and information is not readily available</li> <li>• While I believe the board is a talented group of individuals, the level of engagement is uneven and disappointing.</li> <li>• Difficult for me to comment as I have not been a truly engaged board member for some time. Changes in my role, physical proximity and competing priorities limit my ability to engage and I feel bad that I don't carry my weight (and have tried on several occasions to resign).</li> <li>• WE are not presented with substantive issues to investigate and act upon.</li> <li>• I do not think that the board is diverse enough I think that should change.</li> <li>• Need more fundraising capacity</li> <li>• Not everyone participates in Committees and fulfills their board duties and pledges.</li> </ul>

<ul style="list-style-type: none"> <li>• Great cause</li> <li>• We have very nice talented people on the Board.</li> <li>• great, talented people who want to help</li> </ul>	<ul style="list-style-type: none"> <li>• some inactivity from some board members; constantly changing focus or forgetting what we did previous year; not fully deploying strengths and energy of all board members</li> </ul>
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Like About Being a Board Member	Don't Like About Being a Board Member
<ul style="list-style-type: none"> <li>• Jeri's knowledge, experience and leadership frees the board to work on strategy as opposed to day-to-day operational issues.</li> <li>• Making an impact on an organization and growing as a leader. Interfacing with staff and clients.</li> <li>• Great group of peers, I enjoy the interaction. I have confidence this team can handle most anything.</li> <li>• I love knowing the ins and outs of the organization and love to give back</li> <li>• I enjoy being involved with a terrific agency and hope I am making a small contribution to its sustainability, growth, and success in executing on its mission.</li> <li>• [redacted]'s mission aligns to my personal beliefs and values and I feel that I have a role in helping to improve the lives of our clients - youth that for whatever reason find themselves without a place to call home.</li> <li>• I welcome the opportunity to engage others in supporting this worthwhile mission - just wish I could make more time to engage others.</li> <li>• Participation in a worthwhile cause</li> <li>• I love being a part of such an amazing and respected organization. the work the board and [redacted] does is amazing and I'm proud to be a part of it.</li> <li>• Uses my skills</li> <li>• Contributing to a worthy cause and giving back.</li> <li>• I enjoy fulfilling my duties and responsibilities representing [redacted].</li> <li>• using my skills to give back and help others</li> </ul>	<ul style="list-style-type: none"> <li>• I feel a huge responsibility for the success of our organization and probably immerse myself too deeply and also take others lack of commitment too personally.</li> <li>• Wish we celebrated our successes more often. We've overcome significant hurdles, we should recognize and celebrate this.</li> <li>• I feel pressure to make deliverables but don't have the tools to consistently perform</li> <li>• Disappointed in the unbalanced engagement of the board members. Would like to have board meetings less staff meeting oriented and more centered on the broader challenges and opportunities facing the agency - how we as a board can help position the agency to successfully meet its mission goals not only today but also well into the future.</li> <li>• Difficult for me to comment as I have not been a truly engaged board member for some time. Changes in my employer, my role, physical proximity to [redacted] and competing priorities limit my ability to engage...and I feel bad that I don't carry my weight (and have tried on several occasions to resign).</li> <li>• (see above)</li> <li>• I wish the board were more connected to young people help, I would love to mentor more or even use my business to help educate and enlighten.</li> <li>• Wish I could do more to raise funds</li> <li>• I end up in way too many committees as other Board members do not step up and help out.</li> <li>• wasting time; sometimes board meetings become more conversational than action/decision focused.</li> </ul>

### Next Steps

The question of what to do with the information gathered is something that the board and key staff should consider. Some boards will simply enjoy the beneficial aftereffects of a stimulating retreat. Others will further develop the information into actionable materials including assessments. For example, one board used a few simple assessments to propel it to better performance. As the saying goes, "What gets measured, gets done". What follows are two examples of how some boards "measure what gets done":

## Attendance

	Jan	Feb	May	Jun	Aug	Oct	Dec
Board Member A	√	√	A	√	√	A	√
Board Member B	A	√	√	√	A	√	√
Board Member C		√	A	A	A	√	√
Board Member D	√	√	A	√	√	√	√
Board Member E	√	√	√	√	√	√	√
Board Member F			A	A	√	√	√
Board Member G				√	√	√	A
Board Member H	√	A	A	√	√	√	√
Board Member I	√	√	√	A	√	√	√
Board Member J	√	√	√	√	A	√	√
Board Member K	A	√	A	A	A	√	√
Board Member M	√	A	A	A	A	A	A
Board Member N	√	A	A	√	√	A	√
% Present	73	73	31	60	60	73	86

√ = Present, A = Absent

## Board and Board Member Assessment

Board Guidelines (4=best)	Jan	Feb	May	Jun	Aug	Oct	Dec
• We did important work.	3.9	3.0	4.0				
• We became better informed.	3.8	3.3	3.7				
• We were focused and efficient with the use of time.	3.8	3.4	3.1				
• We were results oriented and effective.	3.5	3.0	3.3				
• We had a give-and-take atmosphere.	3.8	3.6	3.1				
• We built community with each other.	3.3	3.3	2.8				
<b>Board Member Guidelines (4=best)</b>							
• I put the organization first, ahead of my own interests including disclosing conflicts of interest and avoiding personal agendas.	3.9	4.0	3.8				
• I spoke with my voice inside the boardroom, always showing respect for others.	3.8	3.8	3.7				
• I spoke with the board's voice outside of the boardroom including fully supporting majority decisions not personally backed.	3.9	3.8	3.7				
• I honored the mission.	4.0	3.9	3.8				
• I respected the chain of command.	4.0	4.0	3.8				
• I modeled the way a board member should conduct him/herself.	3.6	3.6	3.3				
<b>Comments</b>							
What should we discuss at upcoming meetings?							
What did you like about this meeting?							
What did you not like about this meeting?							

Retreat PowerPoint Slides

10/10

What don't you like about being a board member?



Slide 6, © 2017, www.firstlightgroup.com

5/15

5/30

What do you like about the board?



Slide 7, © 2017, www.firstlightgroup.com

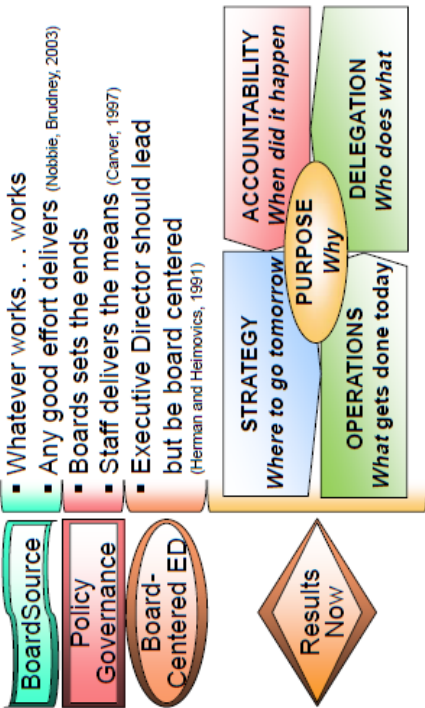
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What do you like about being a board member?



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Solutions



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## Workshop Evaluations

What did you like?

- Chance to examine board [unreadable]
- Creativity – generating ideas
- Continuing to learn about [redacted], fellow board members, feeling involved in helping [redacted]
- Clarifying board role
- Created a dialogue on how we get better as a board/board member
- Excellent facilitation to move conversation along; very useful structure to facilitate discussion; instigated thoughtful conversation.
- Energy; engagement; people felt they could speak honestly; video metaphors and examples; Mark's wittiness, fun, jokes, knowledgeable, breaks where needed, red meat
- Enjoyed learning more about the Board and their responsibilities; and enjoyed interaction and high energy
- Clarification of board vs. board member's responsibilities vs. values; board vs. staff function; debate amongst board members
- Fun; engaged; respected us when needed
- Engagement; location of meeting; open, honest discussion; agenda not forced
- Everyone involved, and creative insights to develop
- Action; critical look; executive committee; everybody had a voice...so important

What didn't you like?

- The videos
- Need follow-up session would be helpful
- Upfront output/outcome
- Wanted more decisions made
- Lack of defined action items.
- Agenda had more items than time allowed.
- Nothing.
- Not all board members were in attendance.
- Room was a bit cramped; took a while for the group to get actively engaged.
- Not all board members were present
- Would have liked more time to dive into thoughts or ideas
- It was great! Warm lunch next time?