EL CAMINO COMMUNITY COLLEGE DISTRICT
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October 13, 2011

Board of Trustees
El Camino Community
College District

Dear Members of the Board:

Please find the Board agenda for the Monday, October 17, 2011, meeting which will be held at 4 p.m. in the El Camino College Board Room. If you have any questions on the agenda and would like to have answers prepared by staff, please call the President's Office.

Included is supplemental reading "Board/CEO Relationships," excerpted from the Community College League of California Trustee Handbook.

Sincerely,

Thomas M. Fallo
Superintendent/President

TMF/kao

Cc: Vice Presidents
Director of Community Relations

Chapter 22

Board/CEO Relationships

The district chief executive officer (CEO) is the primary agent of the board—the person to whom the board delegates its authority to manage or administer the district in accordance with its policies. The success of an institution is most dependent on the quality of leadership provided by the CEO. Good board/CEO relationships create an environment that supports the success of the CEO and the colleges.

Board Responsibilities

- Appoint a CEO who will meet the district's needs and is trusted by the board.
- Establish appropriate lines of authority and delegation.
- Define clear expectations for performance.
- Provide a mutually beneficial contract.
- Support the CEO's authority.
- Maintain open communication.
- Base the relationship on mutual respect and trust.
- Conduct regular evaluations.

The Board/CEO Partnership

The relationship between the board and the CEO is multifaceted and paradoxical. It is paradoxical in the sense that while the CEO is employed by the board and carries out its policies, he or she is also looked to by trustees for guidance and educational leadership. A national survey found that 97 percent of college and university trustees cited the recommendations of the CEO as the most important factor in the decision-making process. CEOs are professional advisors to the board and help facilitate board processes.

Both parties in the relationship are responsible for creating and maintaining a strong partnership. The partnership is between the CEO and the board as a unit, not individual trustees. A strong partnership combines the strength of the board as community representatives and policy-makers with the strength of the CEO as an expert educational leader. The board is responsible to study and identify future community interests and needs. The CEO is responsible to translate the board's vision and expression of community interests into actions that ensure the institution is successful in providing education that benefits the community.

Appointing a Chief Executive

Because the CEO is the most important single person in the district, it follows that the most important action a board can take to ensure the success of its district is to appoint and retain the best CEO possible. The conditions existing on most community college campuses today require energetic and thoughtful leaders as well as skilled managers. Community colleges need CEOs who can set clear priorities in implementing board policy, and then act on those priorities in ways that protect the quality and stability of the colleges.

The responsibility for the CEO selection lies squarely on the shoulders of district boards even when boards choose to hire a search consultant to assist them in the process. The search process for a new CEO should be designed to involve appropriate constituencies, determine the qualifications based on an analysis of institutional needs, and enable the board to select a person it can support fully. More discussion of the search process is contained in the chapter on the CEO search.

Retaining and Supporting the CEO

Successful teamwork is based on the following elements, each of which is discussed in more detail below.

- Acknowledging and respecting different roles
- Sharing a common purpose
- Exhibiting mutual respect and support
- Maintaining ongoing, open communication
- Having clear expectations and standards for performance

Board and CEO Roles Are Different

The roles and responsibilities of the board and the chief executive are profoundly different. The board is much different than a "super-CEO" or simply the next level above the CEO. The best boards and CEOs understand the subtleties and complexity of their roles.

Governing boards govern—they do not administer, manage, or provide day-to-day guidance. The board's authority emanates from state law, but its strength comes from its connections to the community. Boards set policy and monitor institutional performance on the public's behalf.

The CEO administers the institution and provides leadership on a daily basis. The CEO is an expert educational administrator and leader. The CEO translates the board's expression of the public interest into concrete actions ensuring that the institution effectively serves its students and communities. CEOs work with their boards to set priorities and then they achieve those priorities in ways that ensure quality and stability.

The roles complement each other. The board embodies the community's interests. The chief executive officer embodies the interests of the institution. Both parties care greatly about the quality of the education that students are receiving and the ultimate affect it has on their lives.

Once boards set policy for the direction and standards of college programs, services, and operations, the president is empowered to run the organization.

Developing Shared Purpose

Successful teams share common goals and purposes. Boards and CEOs develop these goals and purposes through open dialogue that engages all team members. The board views its role not as second-guessing presidential decisions, but as providing a forum in which the best decisions can be made. The governing board becomes a sounding board for the CEO to explore different options. Trustees ask key questions about the success of the district's students and about critical community issues and needs. Boards and CEOs engage in "courageous conversations" about how well the institution is serving students and the community.

Productive dialogue entails having sound information about key issues. The CEO fosters institutional and board success when she or he makes sure that trustees know what they need to know. The CEO gives the board clear and meaningful information that is focused on the most important issues facing the college. In turn, trustees are constantly alert to changing community needs and share what they learn with other board members and the CEO.

Trustees and the CEO focus on the "big picture." Board members, the CEO, and other college leaders explore:

- The external environment: What is going on in the community, the state, and the nation that affects education? How satisfied is the community with the district's mission and programs?
- Student success: How well does the college serve its community? How successful are its students?
- Future needs: What will students need to learn in the future? What is the institution's role in responding to these needs?
- Education and training trends: What are potential competitors and partners doing? How are educational services being provided? What is happening in education?
- Potential strategies: What does the college have to do well to succeed? What are the barriers it faces?

Meaningful give-and-take about the direction of the college provides trustees the opportunity to make valuable contributions to setting policy. Such conversations also enable the CEO to capitalize on the strength of the board as community representatives, exploring ideas and strategies.

CEOs and boards that have the same information and engage in open dialogue are able to come together to establish a shared vision and set strategic goals for the institution. The board-CEO team then shares the same understanding of the major issues. The board upholds a common vision and goals; the CEO works to achieve them.

Mutual Respect and Support

Even though the roles are different, the responsibilities that each has to the other members are similar. Boards are responsible for creating an environment in which the CEO has the power to lead the college. Boards empower CEOs to be outstanding leaders and knowledgeable managers. The CEO has the responsibility to foster the success of the board. CEOs empower their boards by creating an environment in which boards can successfully govern the college and by facilitating board process.

Trustees respect the expertise of the leaders they hire. They strongly affirm the authority of the president as the chief executive. They show their respect by:

- Delegating authority to the president to lead and administer.
- Keeping the CEO informed; adhering to the rule of "no surprises."
- Honoring the CEO as the point of contact for the institution.
- Publicly supporting the CEO and backing his or her decisions.
- Fully considering information and recommendations offered by the CEO.
- Supporting professional development for the CEO.
- Adhering to standards of board ethics.
- Ensuring that the CEO has the resources needed to do the job.

CEOs respect and support their boards. They affirm the responsibility of boards to represent stakeholders and monitor performance. CEOs rely on their trustees to act together as a thoughtful sounding board to explore the college's direction and vision. CEOs show their respect by:

- Honoring the board's governing role.
- Providing the board with comprehensive, relevant, timely information.
- Engaging the board in policy-level discussions early in the planning and decision-making processes.
- Making recommendations that include analysis of options and their long-range implications.
- Publicly supporting the board and its members.
- Adhering to board policy.
- Facilitating trustee involvement in community leadership and advocacy.
- Following the rule of "no surprises."
- Preparing reports that enable the board to monitor institutional performance.
- Ensuring that the board has the resources needed to do its job.
- Creating opportunities for trustee and board development.

Problems arise when presidents withdraw from working with their boards—withholding information, avoiding bad news, or neglecting individual board members. Trustees contribute to problems when they make end runs around the president, surprise the president at board meetings, and criticize the administration in public. Those practices reflect badly on the trustees and the CEO, and most importantly, hurt the college in the community.

When the CEO and board show mutual support and respect, the institution and community benefit. The CEO and trustees send a message that they value the institution and its goals above all else. By their behavior, they establish a standard for respectful behavior for community members and college employees.

Ongoing and Open Communication

Constant open communication is a major component of expressing mutual support and respect and deserves further discussion. Many practices listed above enhance communication. So do the following:

No Surprises. This rule is one of the most often-mentioned keys to good board-CEO relationships. When possible, board members should hear about major problems, activities, and issues from the CEO before they hear about them from others, read about them in the press, or are asked to comment on them in public. Boards should not be asked to make major decisions with little or no advance preparation. At the same time, public statements by trustees should not be a surprise to CEOs—trustees should alert CEOs and board chairs about their concerns prior to going public with them. Trustees also let the CEO know what information they want to have available at board meetings prior to the meetings.

Equal communication. All members of the board should have the same information and be treated equally. CEOs generally make it a practice to provide information requested by one trustee to everyone on the board. They also avoid even the appearance of playing favorites or of aligning themselves with certain members or a faction on the board. The CEO and board chair may communicate more often, particularly when it comes to developing the agenda for the board meetings; however, the chair should not routinely be privy to communications that are not also open to the rest of the board.

Trustees also make it a practice to share information and questions with other board members and the CEO. They do not foster cliques on the board or put the CEO in a position where she or he is asked to keep information from other board members.

Regular communication. Boards expect that the CEO will keep the board informed about critical issues and college activities. Many presidents do so by providing the board with regular updates, such as a weekly e-mail that highlights college activities, alerts the board to relevant external trends and issues, and lets the board know what the CEO is doing. CEOs routinely touch base with board members prior to meetings to ensure that trustees have the information they need regarding board agenda items.

In turn, trustees keep the CEO informed about their contacts in the community, discussions with legislators and other policymakers, calls from citizens or college staff, and any visits to the college. They regularly let the CEO know about their work on behalf of the college and rely on the CEO's assistance.

Communication styles. Treating the CEO, board chair, or trustees equally does not necessarily mean that they treat each person the same. Different people have different communication styles and learning needs, and to the extent practical, CEOs and trustees honor those differences. Some like to meet in person, some are content with phone conversations, while others prefer to communicate via e-mail or receive information on paper.

Some trustees, particularly new ones, benefit from detailed person-to-person explanations of board agenda items. Others are comfortable with reading analyses of alternatives and long-range projections. Some trustees like to have frequent access to the president—others are satisfied to hear from the president only when there are major issues and meet with him or her only occasionally.

Respecting Time. There are many demands on the time and attention of both CEOs and trustees. Trustees help the CEO be effective by not making unnecessary demands on her or him. Boards understand that they have hired the CEO to lead the college and caring boards ensure that the majority of his or her time is devoted to the institution and the community, not to individual trustee needs. CEOs honor trustees and their busy schedules when they provide information in a timely manner and avoid asking trustees to make decisions without adequate time to consider the relevant issues.

Clear Expectations

The board-CEO team performs best when their roles are clear and members seek to meet the expectations for their positions. The same principle is true in employer-employee relationships—employees perform best when they know what is expected of them and have helped craft the expectations.

As employers, boards define the expectations for the CEO in written policy, the job description, and annual goals. Boards that state their expectations up front help foster success—their CEOs do not have to "read trustees' minds" or fear sudden shifts in board direction. Clear, public expectations provide CEOs with a framework for action and assure them that their actions will have board support. In addition, CEOs who state what they need from their boards help trustees perform their role and responsibilities. CEOs expect their trustees to provide guidance, support, dialogue, information, and feedback.

Stating expectations "up front" can be risky and difficult. It is not easy to articulate a clear set of expectations and adhere to them. It is often simpler to react and respond to events. It takes discipline and courage to sit together as a group to think through values, contribute ideas, see issues from different perspectives, and come up with direction and guidelines. However, making the effort to live by clear expectations is just another way to help the CEO, board members, and the institution to flourish.

Contracts

A well-crafted contract between the board and the CEO provides clarity and security to both the board and the chief executive. Many experts note that it is becoming more difficult recruit and retain CEOs in recent years, due to a high number of retirements and the challenges inherent in the job, and an attractive contract may also be a recruiting tool (see "The CEO Search"). Boards should consult with an attorney when offering a contract to a new CEO and/or updating the current CEO's contract.

Contracts typically address duties and expectations, salary, benefits, other compensation, evaluation, the term of the contract, and rollover provisions. Benefits and other compensation includes annuities, retirement packages, "golden handcuffs," insurances, housing allowances, auto expenses, memberships, and expense allowances for professional and community activities. Retreat rights, provisions to engage in outside consulting, and leaves and sabbaticals are also including. Good contracts also include clauses for ending the contract, both voluntarily and involuntarily. Both boards and CEOs should periodically review the contract and update it address the changing professional needs of the CEO.

Summary

Effective boards and CEOs respect each other's duties and value each other's contributions to the leadership team. They are committed to working together to benefit the institution and the community. They recognize that struggling over who is in charge wastes time that is better spent supporting each other. While there are certainly instances where the board legitimately asserts its authority by not accepting a CEO recommendation, doing so with regularity signifies that something has gone wrong in the relationship.

Governing boards rely on their CEOs for leadership and have confidence in their recommendations. They contribute their perspectives early in policy discussions so that CEO recommendations to the board reflect board values and can be easily supported by the board.

Governing boards maintain healthy board-CEO relationships by working as partners with their CEOs. But first, they create healthy relationships by being exemplary employers and supervisors of their presidents.

Resources

Additional resources, including *Board and CEO Roles: Different Jobs, Different Tasks* available on request from the Community College League of California and posted on the League's Web site. Also see an article by Mark Drummond, published in the Fall 2000 issue of the League's *Board Focus: Conflict or Consensus? Seven Steps to Creating an Effective Board*. Additional resources are listed in the Resources and Readings chapter of this handbook.