**Chesapeake Legal Alliance**

What a “Next Generation” CLA Board of Directors Might Look Like

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*Introductory Note: During our March, 2022, Retreat we recognized that we need to move from a “Founders Board” to a more mature “Second Generation” Board, based on our experience over our first 13 years, our anticipated future needs, and suggestions from those with some experience with such a transition. This “vision document” describes what such a “second generation” board might look like. It is intended to guide actions by the Board going forward, with the goal of bringing the features of our current Board into line with the “Second Generation” model.*

*The text of the numbered paragraphs below reflects what is desired as distinct from what currently exists. Beneath each numbered item, the lettered items are notes and points for discussion provided by the Strategic Planning and Nominations & Governance Committees, who are co-sponsoring this vision document. We appreciate the comments we have received from other Board members on prior drafts of this document.*

1. Board Membership Characteristics. We maintain a talented and diverse Board, whose members collectively reflect the experience and abilities embodied in our Board Policy on “Desired Skills and Experience of the Board of Directors” (6-29-20). Each member is enthusiastic about CLA and its mission, complies with our “Meeting Attendance Policy” (6-29-20), and contributes annually to the “Work, Wisdom and Wealth” expectations of Board membership.
2. Size and Composition of the Board. We have 20 members. Is this about the right number, or should we change? We have 14 men and 6 women, with only 2 from ethnic minority groups. We must increase our diversity regarding gender, ethnicity and age (more younger members). This calls for thoughtful recruiting by Board members, and receptiveness to staff recommendations.
3. Individual Responsibilities. We need to be more thorough and uniform in telling prospective Board members what is expected of them, and in providing them with additional information on their responsibilities when they join. In particular, as soon as a new Board member is added, she or he should receive a full briefing on roles and responsibilities without waiting for a larger group to orient.

The Nominations & Governance Committee has agreed to develop a 1-2 pager to give prospective Board members, and an online “Board Member’s Book” containing the most important of our documents, plus any appropriate additional guidance on the roles and responsibilities of Board members, and post this on the Board Portal of our web site. We should also develop a list of appropriate documents that can be shared with prospective Board members, such as our Bylaws.

1. Further Delineation of Responsibilities of the Board or Individual Board Members? These are very generally laid out in Article Two of our Bylaws. A survey by Due East Partners on this was conducted in connection with our March 5, 2022, Retreat, asking respondents to state which of a long list of responsibilities were “Core”, which were “Aspirational and which were outside the scope. While there were apparently only 6 respondents, the responses were largely consistent, and contained few if any surprises. The Nominating & Governance Committee has agreed to consider whether we need any further refinement, but guidance from the full Board would be helpful.
2. Timing for Adding New Members. Until very recently we brought on new members on an *ad hoc* basis. A year or two ago we decided to try to “regularize” this process by bringing to the Board prospective candidates once a year, at our June Board meeting, so that we could consider the needs of the Board and the pool of candidates at one time. While this makes sense, we also need to be sufficiently flexible that we can bring on a desired candidate at any time without waiting for the next June meeting whenever there is a strong case for doing so.
3. Possible New “Emeritus” Category? The Nominations & Governance Committee recommends that this new nonvoting category of Board membership be created for former Board Chairs, and possibly other officers (and Committee Chairs) who rotate off the Board, either for the year after they leave the Board or for some longer period, to both recognize their service and retain their participation in Board deliberations. Possibly other “alumni/ae” might be eligible for this as well.

*Questions: 1) Should membership in this category be time-limited (say, 3 years)?*

*2) Should all retiring Board members have this option?* Bear in mind that moving to the Board of Advisors (with the consent of the Board of Directors) is an option which some of our retired Board members have already selected. Presumably a retiring Board member would not do both.

1. Financial Commitment. No later than March 31 of each year, every member of the Board will donate or pledge an amount that represents a significant contribution, consistent with that member’s financial circumstances, to support our mission and prepare CLA to thrive. Members also work to identify other sources of funding (foundations, corporations, individuals, etc).
2. March 31 Deadline. This is driven by the need to be able to tell funders that we have 100% support from our Board of Directors. It has been an informal and inadequately implemented policy during past years. We need to make it mandatory.
3. Mandatory Floor or Guidelines.*.* The committees considered and rejected any required minimum dollar amount that any Board member is expected to give, as well as numerical guidelines. This was consistent with the feedback we received after our September, 2022, Board meeting and at our December 12, 2022, Board meeting. That said, there was some support for a “give or get” minimum requirement for each member. There appears to be broad support for the proposition that, however we do it, we need to all increase our fundraising efforts to meet the significant financial needs CLA faces during the next few years.

A key question is what sanctions, apart from non-renewal of membership, should be imposed on a Board member who fails to comply with the policy described in this Section 2. One possible approach: The Board Chair (or Chair of the Development Committee) might confer with anyone who is not meeting the March 31 deadline. If that does not produce compliance, the Board Chair recommends to the full Board removal of that Director under section 2.11 of our Bylaws.

1. Term Limits. Board members may serve no more than two consecutive three-year terms, with limited exceptions, in accordance with our “Term Limits Policy” (6-29-20). The “limited exceptions” specified in that Policy allow a waiver of this restriction if approved by a 2/3 vote by the Board. Such waivers might be appropriate, for example, where retaining a very able Board Chair or Committee Chair, or other member in the midst of a critical project, might be desirable. Term limits are important to help us bring fresh ideas and perspectives to the Board.The Chair of the Nominating & Governance Committee is responsible for ensuring this policy is effectively implemented, which includes leading the process for collecting interest from Board members in nominations for second-term appointments. The granting of waivers must be the exception, not the norm.
2. Smooth Continuity. The three-year staggered class schedule ensures that we will not lose significantly more than one-third of our directors in any given year.
3. For Officer positions. The Nominations & Governance Committee recommends that we adopt a policy of a maximum of two 2-year terms for each officer (Chair, Vice Chair, Secretary and Treasurer). If a 2-year term would exceed the scheduled end of an officer’s term on the Board, she or he would automatically continue to be a Board member until the expiration of the officership term. If we adopt this, should we provide a waiver of the limitation by 2/3 majority vote of the Board? We may want this limited safety valve for a compelling situation, but it should be the exception, not the norm.
4. For Committee Chairs? The Nominations & Governance Committee believes that periodic turnover of Committee Chair positions is generally a good idea, and this should be left to a consultation between the Board Chair and each Committee Chair. As a rule of thumb, we might take the view that, absent a strong case, each Committee Chair should step down after 5 years (or 3 or 4 years?)
5. Expand the Existing Term Limits from Two Consecutive 3-year terms to Three? Several Directors suggest this may make the offer of a position on the Board more attractive to prospective members. Substantial sentiment on the Strategic Planning Committee does not support this because it would make it harder, not easier, to achieve the desired increase in our diversity. *Note: The point about making sure that service on our Board is attractive to prospective members is an important one, but there are likely other ways to accomplish that.* [*Based on the discussions we have had on this, including the brief discussion at our Dec.’22 Board meeting, Ridge would delete this Section D and leave our policy on Term Limits as it is. Russ favors expanding to Three 3-year terms without a waiver since this option will make service on the Board more attractive to a prospective Board member. This should be further considered by our Nominations &Governance Committee*].

E. Procedure on Waiver. ***Recommended:*** A proposal or request for a waiver of

the limit on two consecutive 3-year terms on the Board shall be considered

first by the N&G Committee, which shall then make a recommendation to

the Executive Committee, which shall in turn make a recommendation to the

full Board.

1. Succession Planning. Succession planning is periodically engaged in by the officers, in consultation with the Executive Committee. This is necessary especially with respect to the positions of Chair/President and Vice Chair/Vice President to ensure an appropriate balance in CLA’s two senior positions between stability and freshness.
2. Current plan. Russ and Ridge have been discussing this subject and timing with several other Board members. Russ has announced his intention to step down as Chair and President as of June 30, 2023, and Ridge has announced his intention to step down as Vice Chair and Vice President at the same time. Plans are underway for the nomination of Board members to succeed each of them effective July 1, 2023.
3. Going Forward. See the discussion in Section 3.B on suggested term limits for officers, of two consecutive 2-year terms, subject to a waiver. *To be discussed.*
4. Succession Ladder. Many organizations have a “ladder” under which the Vice Chair automatically becomes the Chair when the current Chair completes his or her term. This generally ensures a smooth transition and a measure of predictability. It may not always be appropriate or practical, however. *To be discussed.*

1. Standing Committees. Each Board member must serve on a standing committee in addition to their role on the Board. Each standing committee is chaired by a dedicated and energetic person with the skills and commitment needed to ensure that the mission and functions of the committee are properly carried out. Standing committee chairs also serve on CLA’s Executive Committee. Each standing committee meets quarterly, in person or by videoconference, and reports on its activities at meetings of the full Board.
2. Should any changes be made to our Committees? We currently have 5 standing committees: Nominating & Governance, Development & Marketing, Finance, Strategic Planning, and Litigation. The Mission Statements of each appear in Appendix B to our *Strategic Plan,* pp*.* 11-13*.* Our former Diversity Committee was folded into our Nominating & Governance Committee (its Mission Statement should be updated to reflect that). Are these the right committees for us going forward? Are they meeting our needs? Should any be changed? Patrick has suggested we consider breaking in two the Nominating & Governance Committee to reflect the two distinct tasks reflected in its title.
3. Joining and Resigning from Committees. We want to encourage people to serve on a committee of their choice, where they feel enthusiastic and able to make a strong contribution. We have no formal appointment process. How about allowing a person to join a committee with the approval of the Committee Chair and the Board Chair – the latter to make sure we maintain an appropriate balance of numbers across committees, and that members’ skills are used where they are most needed. On resignation, anyone should be allowed to resign from a committee if they wish, after first discussing their reasons with the Committee Chair. Comments?

1. Executive Committee.  The Executive Committee consists of the Chairs of all the standing committees, along with other members who are especially active on various projects. The Executive Committee meets quarterly on each month that immediately precedes a full Board meeting, preferably in person. Additional meetings may be scheduled on an as-needed basis. The Executive Director attends these meetings, unless the Chair designates such a meeting in whole or in part as an “Executive Session” meeting.
2. Background and Path Forward. During CLA’s initial years, the EC functioned as a more active “core” of the Board, meeting in person at the Gibson, Dunn offices in Washington with the Executive Director, handling management and policy matters for which the full Board was unwieldy, which did not require full Board involvement, and could not wait for the next quarterly meeting. A strong relationship was developed between the members of the EC and the Executive Director, who periodically called on the group or individuals for support or advice on particular matters. There was also a strong sense that each Committee Chair had a good idea of what the other committees were doing, since normally each Committee Chair was allotted at least a few minutes to report on that committee’s activities, and invite comments.

This fell apart during Covid, with the EC meeting usually just 4 times a year, always by Zoom. Many of us felt that the result was a loss of communication and cross-fertilization among committees, and the loss of a valued relationship with the Executive Director. The provisions above in this “vision document” are designed to redress this situation. Can they be improved on?

1. Board Meetings. Board meetings are held quarterly, with one such meeting (usually in the spring) being a retreat in a pleasant location. The agenda and all materials to be discussed at the meeting, or which should be reviewed before the meeting, are emailed to each Board member and Advisory Committee member at least 4 calendar days before each meeting. A draft of the proposed agenda is developed by the Chair, in consultation with the Executive Director, and sent to all Committee Chairs at least a week before the meeting for review and comment. Committee Chairs advise the Board Chair at least a week before any Board meeting if she or he desires more than 5 minutes to report on a particular project with the amount of requested time, including estimated discussion time.
2. Improvements? The above scenario is quite similar to how we functioned in our early years, and reflects a number of suggestions from Board members during the past year. The key elements are to ensure that all Board members are well prepared for each meeting, and that our time together is as efficiently used as possible. The agenda schedule is designed to get Committee Chairs, and through them the committees, more involved in what is to be discussed at each meeting. Can we improve on these procedures, without getting more detailed or prescriptive than necessary?

**Additional Item for Board Discussion**

Responsibilities and Job Descriptions for Officers:

There are several points for consideration here.  First, Section 4.01 of our Bylaws requires that the Chair also be the President and the Vice Chair also be the Vice President.  At the present time, there does not appear a need to change that, but if spreading responsibility becomes desirable in the future, separating these titles and functions can be considered.

Second, it has been suggested that it might be useful to have generally worded job descriptions for each officer position beyond the general language currently in our Bylaws. The two in addition to those named above are the Secretary and Treasurer. We recommend that the current officers discuss this with the Executive Committee. One function that the Chair and Vice Chair have done in the past, and which should be continued, is conducting an annual performance review of the Executive Director.