

TERMINAL CITY CLUB

Framework for an Effective Working Relationship Between the TCC Board and GM/CEO

May 2023

Peter Jackman

"It's better to prepare than to repair."

– John C. Maxwell

The effectiveness of the working relationship between any Board President and their GM/CEO is often – perhaps always – directly correlated to the successful functioning of their organization as a whole. My primary goal as GM/CEO is to ensure that TCC's Board President succeeds. If she or he succeeds, the club will succeed. A mutually acceptable system of communication, and a plan for resolving differences, are critical to the foundation of this relationship.

The purpose of this document is to raise and answer these important questions as each new TCC Board President enters their role. TCC's governance model dictates that a new Board Member will take on the role of President every year, for a one-year term. Each new President is a unique individual and will bring their own style and approach to the role. To allow for these variations in working style, but also to provide a level of consistency that allows the day-to-day business at the Club to carry on with limited disruption, this document outlines areas of flexibility as well as areas where a set framework needs to be maintained.

New President Orientation

The orientation for each new Board President should be scheduled prior to when they begin the role.

During the orientation, both the President and the GM/CEO should discuss their preferred methods of communication (eg; face to face, phone or email) and any predictable limits on their availability (eg; I can't be available during XYZ days or LMNOP times for vacations). This is an area of flexibility that looks different with each new President, so a frank conversation helps to ensure that there is a common understanding of expectations. (If there are differences of opinion at this junction, take it as a perfect opportunity to practice how differences will be resolved. Here's a helpful link if needed we use with staff: [CARE - https://firsttee.org/2017/03/13/resolving-conflict-4-steps/](https://firsttee.org/2017/03/13/resolving-conflict-4-steps/))

The orientation is also an opportunity for the incoming President to become more familiar with the club's 5-Year Strategic Plan, as well as many aspects of the Club's processes around planning and how the Board functions. These processes are consistent across the tenure of many Presidents, and are in place to keep the day-to-day and year-over-year functioning of the business running smoothly.

TERMINAL CITY CLUB

TCC's 5-Year Strategic Plan provides a framework to orient the incoming President on projects and plans that may have been committed to many months or even years before. It's important to recognize that the Club's planning, operating, and fiscal year (October) differs from the Board and Calendar year (January). Therefore, the 5-Year Plan serves to maintain continuity over the longer term, even as individual Board Members shift or change roles more frequently.

Various additional aspects of club planning and Board functioning will be covered, including:

- Times and formats of Committee and Board meetings
- Rules regarding conducting Board Meetings, calling and confirming Motions
- Identifying Committee Chairs and Vice-Chairs
- Setting goals and objectives for the various Committees, in line with the 5-Year Strategic Plan
- Monthly progress reports on approved projects

Monthly WIP Meetings for President and GM/CEO

It's recommended that the President and the GM/CEO meet on a regular basis, ideally every other week. The GM/CEO will maintain a rolling Work In Progress (WIP) report, with columns for subject matter, issues, follow ups, and decisions/outcomes. The WIP report is a tool to help us stay on task and document decisions and outcomes. It is primarily intended to help with current project management, but since each new version is saved separately (not overwritten) it can also provide a reference as to how a decision in the past was arrived at.

The agenda for the bi-weekly WIP meetings will be driven by the WIP report, followed by any additional issues that either the President or GM/CEO would like to add.

Annual New Board Member Orientation

TCC's current Board consists of 13 Board Members with two-year terms, with a minimum of one new incoming Board Member each year.

Approximately one month prior to the first full board meeting of the calendar year, the Board President and TCC's executive team conduct a New Board Member Orientation. The orientation agenda covers a wide range of items in order to prepare new directors for their first board meeting. In addition to receiving the orientation documents, each new director receives the past three GM Reports; every executive capital project planned by the leadership team; copies of the TCC 5-Year Strategic Plan, the RRA Matrix, three years of approved motions and the Board Policy Manual. New directors are given ample time to read and digest this material during the orientation, which typically lasts two to three hours. New Directors also have 3 months to complete BoardRoom Institute video training.

TERMINAL CITY CLUB

Board Updates / a.k.a. GM/CEO Reports

Board Members and the Club President should be made aware of any significant events and/or issues happening at the Club. No Board Member wants to be caught off guard or appear un-informed. No news is bad news. So, the purpose of the Board Update (also known as the GM Report) is to ensure that Board Members have access to key measures on a regular basis, as well as any outstanding issues. The Board Update will be shared with Board Members on or before the 21st of each month, whether or not a board meeting is scheduled.

The Board Update follows a consistent template. Each version includes:

- Financial update in the form of a dashboard of KPI's
- Monthly activities of each (staff) department, including notes on any operational challenges
- Recap of the most salient projects from any Committee meetings or progress reports on larger projects
- A summary of any safety issues; member incidents; and/or member and guest events

Use of “Summaries” to Introduce an Item for Discussion

We do not discuss significant issues until a Summary on the subject is prepared. Only after the Summary has been prepared (by staff) and studied by all involved, committees included, do we bring the subject for discussion at the Board Meeting.

The Summary typically has four parts:

1. An introduction that outlines the challenge and what we are trying to solve.
2. Background to include relevant historical facts or issues that should inform the discussion and the decision-making process.
3. The idea, where we outline all the options, including pros and cons for each option.
4. Finally, there is a conclusion, and sometimes, a recommendation.

A Summary allows staff to confidently provide guidance on an issue while respecting the intelligence and experience of our Board Members. Once our Board Members have a shared and accurate understanding of background, options, and repercussions, the Board as a whole may determine whether they wish to make a recommendation.

TERMINAL CITY CLUB

Board Motions

Before a Motion is put to the Board in a meeting, a written Board Motion summary should be completed. The Motion is first vetted by the President, who discusses it with the Committee Chair if they did not attend the most recent Committee meeting and staff before it is placed on the next meeting agenda. This ensures that all relevant facts are included in the motion prior to a vote. Ideally, no motion should be raised at a Board Meeting without going through this process.

Motions require answers to the following questions before being presented:

- What is the Board Motion?
- What is the background on this issue?
- What do board members need to know about this issue?
- Why are board members being asked to vote?

Role, Responsibility, Authority (RRA) Matrix

The RRA Matrix is a tool that identifies the roles, responsibilities, and authority of each of the parties responsible for the successful operation of the Club: Board of Directors, Committee Chairs, Committees, and GM/CEO or senior staff executives. It outlines specific delegations of responsibility, and the GM/CEO must ensure that those roles, responsibilities, and authorities are upheld.

This document is included in the New Board Member Orientation and should be kept close at hand to ensure that errors in *process* don't sabotage our best efforts at progress.

"Activity" a matter requiring action by the board, committee(s) or management.

"Approves" a course of conduct is or is not consented to.

"Board" as defined in the Bylaws of Terminal City Club.

"Committees" as defined in the Bylaws of Terminal City Club.

"Informed" given knowledge and information about an issue or action.

"Management" the GM and any other members of management executive team.

"Membership" as defined in the Bylaws of Terminal City Club.

"Recommends" advises on an issue.

"Reviews" study the advised course of conduct and an opportunity to revise.

TERMINAL CITY CLUB

RRA Matrix

Activity	Management	Committees	Board	Membership
Operating Budget	Recommends	Reviews (Finance)	Approves	Informed
Borrowing Money	Recommends	Reviews (H&M/Finance)	Approves	Informed
Dues Increases	Recommends	Reviews (H&M/Finance)	Approves	Informed
Assessments	Recommends	Reviews (Finance)	Recommends	Approves
Personnel Policies	Approves	Informed (Finance/H&M/Gov)	Informed	N/A
Hiring/Firing Eval Sr. Mgt.	Approves	Informed (Finance/H&M)	Informed	Informed
Compensation – Staff	Approves employees	Recommends (H&M/Finance)	Approves %	N/A
GM/CEO Evaluation/Salary	N/A	Reviews/Approves (Comp)	Informed	N/A
Overall Strategies & Long- Range Planning	Recommends	Recommends (H&M/Finance)	Approves	Informed
Major Projects \$100K/CRF	Recommends	Reviews (H&M/Finance)	Approves	Informed
Major Price Changes	Recommends	Reviews (Finance/H&M)	Approves	Informed
Day-to-Day Operations	Approves	Informed	Informed	Informed
Board Goals	Informed	Recommends (Gov)	Approves	Informed
By-Laws	Recommends	Recommends (Gov/H&M/Finance)	Recommends	Approves
House Rules	Recommends	Reviews (Gov)	Approves	Informed
Pension Fund	Recommends	Reviews (Finance)	Approves	Informed