



TRAVERSE AREA  
DISTRICT  
LIBRARY

**PUBLIC NOTICE**

The  
**TADL Board of Trustees**

will be holding a  
**Study Session and Retreat**  
for the purpose of  
trustee training and organizational discussion.

**Tuesday, March 1, 2022**  
**12:00pm**

~ no action will be taken ~

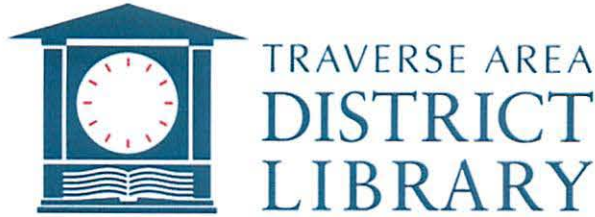
McGuire Community Room  
Traverse Area District Library  
610 Woodmere Ave.  
Traverse City, Michigan

Posted: 2/24/222

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The Traverse Area District Library will provide necessary reasonable auxiliary aids and services, such as signers for the hearing impaired and audio tapes of printed materials being considered at the meeting, to individuals with disabilities at the meeting upon 3 days notice to the Library. Individuals with disabilities requiring auxiliary aids should contact the Library Administration, 610 Woodmere Ave., Traverse City, MI 49686; (231) 932-8500 (voice/fax); [libadmin@tadl.org](mailto:libadmin@tadl.org) (e-mail).

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**Board Retreat**  
March 1, 2022  
12:30 – 5:00 p.m.

**AGENDA**

	<u>Approx. Time</u>
1. Lunch; Introductions; Creative exercise	12:30
2. Governance best practices: defining & reviewing <ul style="list-style-type: none"><li>• Common “sticky points”</li><li>• Roles &amp; responsibilities</li><li>• Communication</li><li>• Board policies</li><li>• Agenda &amp; meeting process</li><li>• Other...</li></ul> <i>A list of follow-up items will be developed, including who, how, when.</i>	1:00
3. Break and fun exercise	3:00
4. What else could take you from good to great? <ul style="list-style-type: none"><li>• What key strategic topics should you be discussing?</li><li>• What are your most pressing challenges, and how should they be addressed?</li><li>• What are your greatest strengths that can built upon?</li><li>• What deeper knowledge does the board need?</li></ul> <i>A list of follow-up items will be developed, including who, how, when.</i>	3:30
5. Adjourn	5:00



## Governance vs. Management Roles in Non-Profits

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Board		Chief Executive
<b>DEFINE &amp; VERIFY</b>		<b>IMPLEMENT &amp; REPORT</b>
<b>Strategy:</b> Strategic plan: determine enterprise vision, mission, values, risks, priorities, goals, and objectives; continually assess progress, barriers, modifications needed	* <i>Gray Area of Overlap and Variation Depending upon Circumstances</i> *	<b>Strategy:</b> Work hand-in-hand with board on the plan, involving key staff; communicate strategy and expectations to the staff; promote, implement, guide, evaluate, advise
<b>Policy:</b> Develop & uphold all policies for board operation, and major operating policies that have financial or reputational ramifications		<b>Policy:</b> Develop & uphold all internal operating policies and documents; advise board on policies that have financial or reputational ramifications
<b>Finance:</b> Ensure fiscal integrity & compliance		<b>Finance:</b> Administer, align, manage, advise
<b>Services:</b> None beyond the strategic plan		<b>Services:</b> Plan, build, run, lead, monitor, modify
<b>Performance:</b> Define expectations, monitor & evaluate, modify goals, advise CEO		<b>Performance:</b> Daily responsibility for leadership and management of all performance
<b>Personnel:</b> Select, compensate, evaluate, and advise the CEO		<b>Personnel:</b> Organize, hire, compensate, supervise, evaluate, and advise all staff positions
<b>Relationships:</b> Represent and advocate for the organization in general to key stakeholders		<b>Relationships:</b> All marketing, communications, advocacy, collaboration, partnerships, etc.
<b>Culture:</b> Foster an effective environment among the board members and with the CEO		<b>Culture:</b> Foster an effective environment with the board and among the staff team
<b>ACCOUNTABILITY QUALITY RESPECT TRUST HONESTY COMMUNICATION CLARITY CONSISTENCY</b>		

\*Circumstances that often can – or should – *temporarily* move the line of demarcation between governance roles and management roles for *certain* functions:

- Changes in the organization’s size and level of resources;
- Periods of crisis or *significantly* elevated risk – financial, programmatic, political, environmental, technological, safety, etc.

\*Circumstances that should NOT move the line of demarcation between governance roles and management roles:

- Change in the CEO;
- Changes in the individual board members;
- Modifications to the strategic plan.





## Governance Roles

The influential work, *Governance as Leadership* (Chait, Ryan, and Taylor, 2005) broke new ground by introducing **three equal modes of governance — fiduciary, strategic, and generative — whereby the board provides oversight, foresight, and insight**. The benefits of working in these three modes (sometimes sequentially and often simultaneously) include:

- less micro-management and more macro-governance,
- higher levels of board engagement,
- better board preparation,
- more value-added and intellectual brainpower, and
- better deliberations and decisions.

### Oversight: fiduciary & legal roles

- Ensures that the organization has the long-term financial and operational capacity to be faithful to its mission.
- Ensures that the organization is compliant with laws, regulations, and its board by-laws and policies.
- Ensures that the integrity and quality of its board will remain at the highest level.
- Ensures to stakeholders that the board is effectively handling its fiscal and legal obligations.

#### What does this look like?

- The board is strongly focused on planning, advocating for, and monitoring its financial performance, including investments, annual budgets, audits, and overall resource allocation in line with strategy.
- The board has mechanisms in place to continually learn, develop in its role, and review its policies and practices for effectiveness.
- The board has effective policies and practices to recruit, orient, and maintain the highest quality of board members over time.
- The board employs an effective Executive to lead the organization in conducting its business, monitors on a macro level that the Executive has a high-quality, appropriately-sized and organized team in place to accomplish the work, and assesses whether the executive is allocating operational resources effectively among the components.

### **Foresight: strategic roles**

- Ensures that the organization has a viable, “living” strategic plan that clearly defines its Vision, Mission, Values, primary Strategic Goals, and supporting strategic activities (including desired timing, balancing of priorities, and indicators of success), all created within a macro-assessment of the organization’s operating environment (both internal & external).
- Ensures that the organization is accountable for performance according to its strategic plan.
- Ensures to stakeholders that the organization’s board is effectively forecasting its strategies.

#### **What does this look like?**

- The board works with management (the executive and other key leadership staff) to develop a strategic plan that is not static and is regularly assessed for relevance and performance.
- The board sees and listens to reports about progress on a very regular basis, including successes, problems, barriers, suggested course modifications, and changes in the environment.

### **Insight: generative roles**

- Ensures that the organization is staying ahead of the curve and looking into the future.
- Ensures that the board is providing thoughtful, insightful, generative discussions that can lead to the organization attaining its highest potential.
- Ensures that the board is focusing on its high-level governance job and not getting involved in operational details.
- Ensures that the organization will be positioned properly for continued relevance and effectiveness over time.
- Ensures that stakeholders know that the organization is in good hands.

#### **What does this look like?**

- The board is comprised of thoughtful leaders who bring wisdom and insight to critical issues facing the organization.
- The board asks questions that generate creative or even constructively-provocative conversations, to keep the organization at the forefront of its possibilities and potential.
- The board allocates about a third of its time to learning and staying current by: studying trends that affect its mission; understanding what similar organizations are doing; considering how partnerships with other organizations might enhance its effectiveness; and envisioning future changes and directions.
- The board supports its Executive by watching and listening for areas of difficulty or needs.

**Suggested TADL Board Meeting Agenda Format**  
(Based on, and annotated with notes correlated to, the 2/17/22 board meeting)

	<u>Approx. time</u>
<b>1. Call to Order, determination of quorum, declaration of any conflicts of interest</b>	<b>1-3 = 5 min.</b>
<b>2. Pledge of Allegiance</b>	
<b>3. Approval of Agenda</b>	
<b>4. Public Comment</b>	<b>5 min.</b>
<b>5. Consent Agenda</b>	<b>5 min.</b>
<b>a. Minutes of January 20, 2022 board meeting (approve)</b>	
<b>b. Minutes of Finance &amp; Facilities Committee meeting of (date) (accept)</b>	
<b>c. Minutes of Policy Committee meeting of (date) (accept)</b>	
<b>d. Member Library Reports (accept)</b>	
<b>e. Friends' Report (accept)</b>	
<b>f. Standard reports such as monthly performance measures – programmatic &amp; strategic (accept)</b>	
<b>g. Calendar of upcoming meetings/events (approve)</b>	
<i>Items Removed</i>	
<b>6. Removal(s) from Consent Agenda – Q &amp; A</b>	<b>5 min.</b>
<i>An item should be removed from the Consent Agenda if it requires discussion. (Example: "Why was the trend in donations as shown in the Friends' Report so dramatically different this month?")</i>	
<i>A simple question may be answered without removal. (Example: "I am not shown in attendance at the finance committee meeting, but I was there. Please correct that as part of our acceptance.")</i>	
<b>7. Executive Director's Report (accept)</b>	<b>10 min.</b>
<i>Brief review of any current or follow-up topics. The ED's written report (incorporating all the departmental updates) should be included in the board packet. The time allotted here is for brief Q &amp; A or updates.</i>	
<b>8. Committee Reports</b>	<b>15-20 min.</b>
<b>a. Finance Committee report &amp; recommendations</b>	
• <b>Monthly financial statements (accept)</b>	
• <b>Roof issues (discuss)</b>	
• <b>Modification of competitive bid process for website updates (approve)</b>	
<b>b. Policy Committee report &amp; recommendations</b>	
• <b>Behavior Policy, modified (accept)</b>	
• <b>Board statement regarding a day shelter for the homeless (accept)</b>	

-OVER-

9. Current or carry-over issues and discussion topics (information/discussion) 20 min.
- a. People not returning items
  - b. Library cards for GTA students
  - c. Web site update & timing
  - d. Partnership with NWS - update
  - e. Trustee comments in general

*This can be to relay specific community input, issues raised by patrons, question they received, etc.)*

10. Learning topic or strategy topic – presentation and/or discussion 15-20 min.
- a. Partnerships

- Purposes, terms & conditions, examples from other communities
- Possible solutions to partnership issues in general

*Staff research or ideas could be presented, such as more formal MOUs with partners, accountability, best practices from other organizations, etc.*

- b. Trends shaping the future of libraries

- Digital expectations & needs
- Patron experience & expectations
- Budgetary concerns

*An interesting article could be included in the packet to prompt thinking and discussion regarding where TADL stands in relation to these trends.*

11. Public comment 5 min.

12. Adjournment 90 min.

#10  
EOM  
or  
quarterly



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## **Elaine Wood**

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Elaine Wood has 47 years of experience in education, management and strategic leadership in both the public and private sectors. She has been a high school teacher, a college instructor, and a business owner. Elaine served for many years as the Chief Executive Officer of Networks Northwest, a ten-county economic & community development organization. Upon retiring from that position in 2017, Elaine now serves as a consultant for non-profits and businesses in the areas of strategy, structure, governance, communications, human resources/teams, leadership development, change management, and executive mentoring. She is recognized as a national leader on inter-organizational collaboration and system integration, innovation and creative problem solving, effective governance, as well as strategic visioning and action. Elaine has a Bachelor's Degree in education and psychology, and a Master's Degree in organizational development.

### **Community Involvement**

- Munson Healthcare, Board of Directors (2010-present); Vice Chair; Chair of Governance Committee
- Priority Health, Board of Directors (2015-present); serve on Finance and Governance Committees
- Discovery Center Great Lakes, Board of Directors (2018-present); Vice Chair; Chair of Governance Committee
- First Congregational Church of Traverse City (2010-present); Vice President of Church Council; Chair of Strategic Planning Committee; member of Personnel Committee
- Youth Solutions, Inc., Board of Directors (2015-2021); Vice Chair; Chair of Impact Committee
- Rotary Charities, Board of Directors (2007-19); Chair (2015-19)
- Governor's Talent Investment Board (2009-2017); Appointee of Governor Rick Snyder
- *Michigan Works!* Association, Board of Directors (2005-17)
- Northwestern Michigan College, non-partisan elected Trustee (1990-2008); held every leadership position and chaired several committees
- Founders 21 Committee to create a University Center for the Grand Traverse region (1992-96)
- Northwestern Michigan College Foundation, Board of Directors (1991-97)
- Numerous other boards over the years, including United Way and Humane Society
- Numerous community leadership positions such as CEO/presidential search committees and community task forces

### **Awards/Recognitions**

- Athena Award for Grand Traverse Area, 1999
- Recognized as one of the "20 Most Powerful Women" of the Grand Traverse Area, based on influence and impact, by the Traverse City Business News, 2000
- Distinguished Service Award by the Traverse City Area Chamber of Commerce, which recognizes a lifetime of community service and impact, 2017
- Named a Fellow of Northwestern Michigan College, 2010
- Leadership Award, *Michigan Works!* Association, 2017
- Distinguished Service Award, *Michigan Works!* Association, 2014
- Adult Education Leadership Award, State of Michigan, 2008
- Community Collaboration Award, Grand Traverse region, 2006