When I became the acting president of Hamilton College in 1999, I already knew a lot about the college. I am a 1996 Hamilton graduate, the parent of a former student, and I have served for 12 years on the college’s governing board. Still, when Hamilton President Eugene Tobin took a much-deserved sabbatical, I learned more about Hamilton during my six months in the presidency than in all my previous time associated with the college. Much of what I learned will make me — and, I expect, my fellow board members — better in the future.

An unusual level of alumni involvement distinguishes Hamilton. Typically, more than 55 percent of alumni contribute every year to the annual fund, and more than a third volunteer to recruit students, raise funds, counsel undergraduates about careers, provide internships, conduct alumni events, and participate in other activities. As is the case at other colleges, Hamilton’s board sets the tone for financial and volunteer support.

Yet despite this high level of alumni involvement and my own active participation with my alma mater, I had a superficial understanding about many important facets of the college and wondered whether my fellow board members did as well. Naturally, I recognize it is unrealistic to expect that board members who typically visit the campus just three or four times a year will ever have the same breadth and depth of knowledge as the president and senior administrators who are charged with the daily operations of the institution.

A New Understanding of the College

Soon after I became president, the impact of policy decisions became clear to me — much more so than when I was a board member. For example, deciding to admit an additional 20 to 30 students from the waiting list or planning for a larger class, though attractive from a financial point of view, had significant ramifications in the day-to-day life of the campus. Admitting more students means hiring more staff members. Where would we find additional housing? And if the new hires were adjuncts, how could we be certain they would be as qualified and as committed to the institution as full-time faculty members?

This level of detail rarely makes it to the boardroom, but as president, I could see how a tempting financial solution might create an irritant in campus life.

My experience as a college president has made me much more aware of the nuances of board decision making. Many issues that boards are asked to consider require much broader scrutiny. Switching roles for six months taught me five fundamental lessons that may help boards and board members become more effective.

1. Balance the membership of board member committees.

Hamilton’s board of directors, like many governing boards, consists disproportionately of business executives, investors, and successful entrepreneurs. Their acumen is in finance and in running a business, so they tend to be most interested in the issues — fund-raising, endowment performance, and investments — with which they are most familiar and where results are tangible. They tend not to be so comfortable with the other components that make a college successful such as its staff, programs, and facilities.

The tendency among board members to gravitate toward finance is understandable. After all, board members have a fiduciary responsibility to the college, and given today’s fiscal pressures, no board can be blamed for being preoccupied with an organization’s assets. But a balanced budget and a growing endowment are only two measures of an organization’s health.

It is equally important that all board committees have the appropriate firepower if the mission of the institution is to be fulfilled. The committee on board members should look carefully at the distribution of talent and influence among the various standing committees to ensure that every function has an important voice at the boardroom table.

2. Seek, within limits, close encounters with leaders of the organization.

In my six months as president, I met and spent time with most of the faculty, the swimming coach, the chair of the chemistry department, the director of the career center — people board members typically would not encounter. Yet the insights and opinions of such individuals can give board members a much broader understanding of an institution. Recognizing this untapped resource, we restructured board weekends at Hamilton to facilitate even greater informal interaction between the board and various college leaders.

3. Engage the college’s key stakeholders.

I learned that the college cannot succeed unless it has strong relationships with its key stakeholders — its alumni, its faculty, its students, its parents, its board members, and local and state officials. Our board members have a well-deserved reputation among alumni as leaders, and I was impressed by their commitment to the college and its mission.

4. Get comfortable with the College President’s office.

I also learned that my role as chair of the board is to support and empower the college president. I worked hard to earn the president’s trust and respect, and to support her in the daily operations of the college.

5. Tame the logistical beast.

Finally, I learned that the logistical aspects of being a college president are overwhelming. I learned the importance of having the right team in place to handle the day-to-day operations of the college. I also learned the importance of being able to delegate responsibilities and tasks to the right people.
The minutes from a board meeting are the permanent record of that meeting. They provide information about when the meeting occurred and what action was taken during it. Historically, the secretary writes the minutes, but recently there has been a growing tendency for a staff member to have that role. Some organizations follow strict rules regarding the format, while others may be more informal. Regardless of how you write and present the minutes, consider carefully what elements to include.

Why are minutes necessary?
Minutes are a necessary legal document, but they are also a practical means of conveying information about what action was taken at a meeting. Some common uses of minutes are:
- reference material
- board history
- legal review
- orientation

What should minutes include?
While content can vary, based on your individual organization, the basic elements of good minutes include:
- name of the organization
- date and time of meeting
- board members in attendance, excused, and absent
- existence of a quorum
- motions made and by whom
- brief account of any debate
- voting results
- names of abstainers and dissenters
- reports and documents introduced
- future action steps
- time meeting ends
- signature of secretary and chair

How much detail is too much (or too little)?
The minutes are not a transcript, nor should they try to be a verbatim account of the meeting. They should be simply a record of the decisions made and the action taken. When there is a debate or discussion to be recorded, only the major points for and against the issue at hand should be included. It is important for members to be able to have meaningful discussions without being concerned about individual liability; therefore, names or direct quotations should not be recorded in relation to the debate.

You do want to provide enough information so that minutes will be a useful resource. Someone looking at the minutes should be able to understand what decisions were made and the basic reasons why. Skeletal minutes that only include the motions and whether they passed do not provide an adequate record.

What about recording the meeting?
Recording the meeting can be a useful tool for the secretary for long or involved meetings but it should not replace the written minutes. If the secretary uses tapes, the board should have a written policy of how to deal with them after the minutes are written in order to protect board members from legal liability. If tapes are destroyed, a policy should state so.

What are the legal considerations?
Minutes are a legal record of a meeting. They can be used in court if questions of legal liability arise; therefore, they should be an accurate reflection of what occurred at a meeting, and should not raise questions about the legality of actions.

If minutes provide the right information, they can be helpful to during a legal review. Any actions or questions around a specific legal issue should be included, with appropriate detail provided. Issues such as a conflict of interest should be noted along with the action that board member took. Individual board members who disagree with a board action and are concerned about personal liability should have their dissent noted in the minutes.

What happens after the meeting?
After the minutes are written, they should be circulated to the board prior to the next board meeting. Members should then review them for any mistakes or missing information. If minor corrections can be made prior to the next meeting, then approval of the minutes can be part of the consent agenda. Otherwise, corrections should be addressed at the next meeting, and any changes should be voted on. The minutes are then approved, signed by the secretary and the chair, and archived. The archives of minutes should be organized and easy to locate.

References
Meeting, and Exceeding Expectations. Available at www.boardsource.org or by calling 202-349-2500.