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## EVERY BOARD HAS A "PERSONALITY"

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If the board retains strong institutional memory, a clear and consistent "personality" emerges even if that board trips up occasionally. But if the board turns over its members frequently then the Board's personality can be vague and changing constantly, making it difficult for the head, faculty and other stakeholders to "read" the board's tone and anticipate how it is likely to act.

Thus, all boards, including the ones that seem to be functioning at a high level most of the time, have a "personality", meaning its collective profile. How does the board respond to the following: The head's leadership style? A crisis or challenge? New members joining? A bully or a domineering presence on the board? Parental pressure? Fund raising demands? Marketing and enrollment pressures? A board tending toward gossip and misbehavior? To a board overlooking the timely renewal of the head's contract?

Any board is only as good as its weakest member or that member who is guilty of not abiding by the rules of healthy governance. Consistent inappropriate behaviors by just one or two board members can render the strongest board chair and head less effective. They can demand an inordinate amount of time in board meetings, for example, or they might be constant skeptics who challenge every decision, discussion and assumption. The Chair spends much of his or her time managing these few strong willed individuals whose energy is unfortunately misdirected.

What is the underlying personality of a board dominated by lawyers? By accountants? By entrepreneurs? By virtue of their training and the inherent talents and traits that members of an occupation usually have in common, professionals tend to demonstrate those same characteristics and behaviors at the board level. Some people are drawn to practicing law for example, because they like to debate and challenge assumptions or "protect" and guard against exposure to losses. Accountants may want to dig deep into the numbers to ensure the budget and finances are sound. Entrepreneurs may be more willing to take risks in return for greater reward. Bankers and venture capitalists etc. also all have their proclivities which show up at the Board level.

But the individual most missing on boards, and most needed is the CEO of a large publicly held corporation. Surprisingly, very few of our boards actually have such an individual serving. You should find one. Why?

Every board needs the involvement of someone who works in a similar role to the head/director.



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Like the head of school, the CEO works for a board and hires and fires individuals. Accountants, engineers, and many bankers and lawyers do not report to boards and do not hire and fire individuals as part of their regular occupational routine. Why is this important?

A CEO is better equipped to understand the separation of policy from management, and that is crucial to the success of the head and thus ultimately of the school. A CEO of a publicly held or privately owned company that has a board knows that when an issue arises it is not the board member's role to solve that issue but rather to bring it to the head's attention and let him or her handle it. Most of our board members are well intentioned professionals who tend to believe that because of their specific skill sets, they are able and obliged to help solve a problem directly. Some examples are a board member/ corporate HR manager who wants to intervene and resolve faculty tensions or one who is a professional fundraising consultant micromanaging the school's development director.

The overall "personality" of most of our boards is missing these crucial individuals with this key CEO-type skill set. Most of our Nominating Committees (Committees on Trustees) do not even look for these individuals. In the international school network, many boards claim that such folks are scarce in the school community. They are not. Schools just need to have an active and effective nominating committee that knows how to find, vet and recruit them.

The Nominating Committee (COT) is responsible for updating policies, by-laws and the policy manual as needed AND for carrying out these eight key jobs: the cultivation, screening, invitation, orientation, training, evaluation, warning and removal of board members. If the COT does not carry out these eight tasks then the "board's personality" will not develop carefully over time to ensure a balance of positions, perspectives and styles. Rather than focus upon skills that can be purchased in the marketplace such as legal, HR or accounting expertise and upon representation of certain groups, the Committee should consider and assess how a prospect's personal style will mesh with the board's style and how this new board member may affect the chemistry, balance and tone of the Board.

All of this suggests that the role of the Nominating Committee (COT) is much more complex than it appears. It shapes the board's personality over time which in turn determines its health, strength and effectiveness.

Littleford & Associates advocates conducting regular workshops for chairs and members of Nominating Committees (COT) with heads and board chairs attending if possible.