

The boards of most Adventist schools are made up of combination of regularly elected lay persons, ex officio members, and invitees. (See sidebar on page 21.)

Ex officio board members and invitees are essential for the success of every Seventh-day Adventist school, from K-12 through university level. Unfortunately, for a variety of reasons, many lay members view them in negative ways. They accuse ex officio members of not showing up regularly enough to get involved in board deliberations or to understand the issues being discussed. In some cases, ex officio members don't regularly donate their time, expertise, or resources to ensure the school's success. A few give an impression of superiority or disdain. Boards with many ex officio members can become too unwieldy to function efficiently. The biggest problem, however, is the potential conflict of interest that can occur because many of these individuals serve on or chair multiple boards with competing interests. In spite of these potential problems, ex officio members constitute a precious resource for the boards on which they serve.

What roles do ex officio board members and invitees play? Often an institution's by-

Why Ex Officio Board Members and Invitees Are Essential

And How to Help Them Be as Effective as Possible

BY RICHARD OSBORN

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laws designate by title the church official who will serve as chair or vice chair of the board of trustees. In other instances, various church officials, such as the conference presidents in a tertiary institution's territory, have traditionally had regular status as voting members.

Invitees usually attend board meetings as advisors, often with voice but no vote. Sometimes invitees are permitted to speak only when called upon, although many boards allow them full privileges of speaking. Their tenure can be temporary or long-term. When the board goes into executive session, invitees are usually asked to leave, but on occasion if the person represents a higher level in the church's hierarchy such as an officer, he or she is allowed to stay.

On many boards, these out-of-town ex officio members constitute more than one-third of the members. When combined with invitees, this often produces a board meeting with 50 or more members in attendance, the majority being ex officio members or invitees.

For more half of my 37-year career in Adventist education, I have spent much of my time as an ex officio board member. As a conference superintendent of education, I was an ex officio member of every K-12 school in the conference, in addition to being a regular invitee to the conference executive committee. As a union vice president for education, I served as an ex officio member on all senior academy boards, the

two college boards in our territory, and the union executive committee. As a division vice president for education, I served as an ex officio member or invitee to all of the 15 college and university boards in the North American Division. As a college president, I serve on the board of the conference boarding academy and the con-

ference, union, and division executive committees.

Lay board members are understandably concerned about the problems mentioned earlier, but they need to understand that ex officio trustees are essential members of the team. These members help ensure the unity of the Adventist educational sys-

How Board Members Are Chosen

K-12 and college/university boards are chosen in a variety of ways:

Regular board members on local church school boards are typically chosen through the same methods by which all local church positions are filled. The church nominating committee recommends names to either the church board or the entire church for a set term of office. The board chair is often designated through the same processes but can in some cases be elected by the board itself. Conference-sponsored senior academy boards are usually chosen by the conference constituency meeting for a set term of office. For higher education, each school's by-laws specify the method for choosing/electing board members. In many cases, the college/university constituency chooses regular board members, who serve a five-year term. In the case of a union-sponsored college, the election usually takes place at the time of a union constituency meeting. Several General Conference (GC) institutions have recently implemented somewhat similar procedures for choosing boards—a governance committee that reviews desired criteria for trustees and sends a list of names to a nominating committee of the constituency, from which members are recommended for election. Between constituency meetings, vacancies are filled by board appointments based on recommendations from the governance committee.

Ex officio members serve on boards because of provisions in the school constitution or by-laws, by virtue of their position in the church's leadership structure. They have no set term other than their tenure in office. If they retire, take another job, or are not re-elected, their successor assumes their position on the board. For a local church school, ex officio members might include the conference superintendent of education, the pastor(s) of the sponsoring church(es), the home and school leader, and the principal, who is often designated as the school board secretary. Conference-sponsored academy ex officio members usually include the conference president as the designated chair, along with the superintendent of education for the conference and the director of education for the union. Often the president of the alumni association is an ex officio member, but may be an invitee. In a union-sponsored college/university, ex officio members include the union president, who is designated as the board chair, and the conference presidents of the sponsoring institution. The president of the college/university is designated as the secretary of the board. For General Conference-sponsored universities, the GC appoints one of its vice presidents as board chair. The GC director of education is always an ex officio member (or advisor), along with a certain number of the union presidents in the division in which the school is located.

Invitees serve because of ongoing tradition and often include the institution's key administrators such as vice principals, vice presidents, and/or deans, faculty/staff and student representatives, alumni officers, church officials or health-care administrators, and a few academy principals or conference superintendents of education. On occasion, people with special expertise are asked to attend for a limited time to help the board deal with a specific problem or project.

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tem by providing the “big picture”; that is, reminding boards that they are part of something much larger than themselves. They help provide a broader perspective than might be possible if the board members focused only on their own institution. Their role as advisors also provides needed expertise on difficult issues. Since issues of ascending liability are often at stake in even the decisions of local boards, ex officio members provide important links to and advice about church policy.

Much of our colleges' operating subsidies come from entities represented by ex officio members, which could be jeopardized if they did not participate in the board. Some colleges are actually incorporated by the sponsoring union, whose by-laws mandate a clear corporate connection.

Invitees such as students and faculty/staff members can provide valuable perspectives but should not distract the board from focusing on recommendations and counsel from the institution's administration as their primary source of information. When the views of invitees conflict with administrative perspectives and recommendations, the board may be tempted to give more credence to invitees. To ensure proper governance, that must not be allowed to happen.

So how should boards relate to ex officio members and invitees, and help both groups better fulfill their responsibilities?

Advice to Boards

Boards can help make the work of ex of-

ficio board members and invitees more effective in several ways:

1. *Treat ex officio members and invitees the same as any other board member.*

a. The same materials should be sent to all board members and invitees, making no differentiation unless legal contracts prevent disclosure to other than certain specified persons.

b. If the board room is large enough, choose a seating arrangement that integrates the members and invitees. Some boards place invitees at the periphery as spectators; but important invitees can be intermingled with board members in a mixed seating arrangement. Use of different-colored name plates can differentiate between types of board appointments.

c. Encourage invitees to participate. Sometimes student invitees need to be encouraged to speak up. Valuable insights and discussion can result when students feel they have a voice in the overall governance process of the school.

d. Provide the same Christmas gifts and other “perks” to regular invitees and ex officio members as to regular members.

2. *Provide orientation for all ex officio*

members and invitees. It's sometimes assumed that since these individuals are career board members or “just invitees,” they don't need an orientation, but it's just as important for them as for any other board member. This orientation can provide needed perspectives about the role of a board and how the culture of the local institution functions. In the case of student or employee invitees, each one needs to understand the importance of the board's receiving its primary counsel and recommendations from the institution's administration, as well as the function of the board, which is to be primarily a policy making and strategic planning body rather than an entity that manages the day-to-day affairs of the institution. For student invitees, such training helps prepare them for leadership responsibilities in their careers and in the church.

3. *Do as much of the board work in open session as possible.* Generally, each time they meet, boards need to briefly go into executive session (a time when only members are present), but must try to avoid giving the impression that the really important work of the board takes place in

Invitees such as students and faculty/ staff members can provide valuable perspectives.

private. Boards will, of course, need to schedule executive sessions to deal with sensitive issues such as personnel recommendations, confidential legal contracts, or providing time for the president to talk about issues he or she doesn't want conveyed in an open session.

4. *Assign every member and invitee to a board committee.* Many boards use committees to do most of their work. When they function this way, the board meetings consist mostly of reports from administration and committees. If some of the members or invitees do not serve on a board committee, they can get the impression that the board meeting is just “window dressing.” By assigning them to a committee, you avoid that impression but more im-



Elder Dan Jackson, president of the Seventh-day Adventist Church in Canada and chairman of the Canadian University College board, participates in a fundraising concert, Heart and Soul for Kenya.

portantly, you gain valuable input from their area of expertise or interest.

Advice to Ex Officio Board Members and Invitees

Ex officio board members and invitees can improve their service to the board in several ways:

1. *Take an active interest in the deliberations of the board.* Make sure the other members sense that you are truly dedicated to the welfare of the institution. You can help by:

a. Reading all board materials thoroughly before each board meeting so that

you're well informed and others recognize that participating in the board is a priority on your schedule.

b. Use language such as "we," "us," and "our" rather than "you" or "yours." This gives the board the sense that you really are involved with the school rather than that board membership is just one more meeting to attend.

c. Attend all meetings and committees; be sure to be punctual and well prepared.

d. Let the administrator know when you cannot attend.

e. Accept special assignments from the institution.

f. If possible, attend campus functions so that the students and employees know of your commitment, and so that you become better acquainted with the culture of the campus.

2. *Avoid situations that pose potential conflicts of interest if you serve on the board of more than one school.* If there is an action where the interests of the multiple boards on which you serve could conflict, recuse yourself from voting and inform the board chair of the potential conflict of interest.

3. *Do not share "insider" information with other boards or individuals unless you have been authorized to do so.*

4. *Make regular donations to the institution.* Some officers serve on so many boards that the donation may of necessity be small. Some officers receive money from their organization to give as contributions; however, you should add a small amount of your own funds to show your commitment to the school. Fundraising experts emphasize the importance of having every board member make a contribution so that prospective donors can be informed about the unanimous support by the board. Remember that giving generously of your time and expertise are just as important as donating money!

5. *Be a team player.* Listen respectfully to the remarks of other board members and invitees. Do not use your position for status or influence. Stress the importance of ideas and relationships.

6. *Ask yourself, "If my child or grandchild attended this institution, what would I want?"* When I had to attend many board meetings, this question helped to give a sense of immediacy to all of my comments and deliberations.

7. *Stay in regular contact with the institution's administrators by e-mail or phone so they will know that you are there to support them.*

Conclusion

One of the reasons Adventist K-12 schools and higher education institutions have been effective is because of ex officio board members and invitees. By focusing on improving their relationship and contributions to our institutions, our schools will benefit mightily. ✍



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Not only does Pacific Union College trustee Larry Provonsha have a perfect attendance record at all board meetings and committees, he also has led out in raising funds for the college's Albion Field Station and has spent thousands of hours as a volunteer, overseeing renovations at the site.



Members of the Southern Adventist University (SAU) board of trustees pose after playing a baseball game with a team of SAU students. University President Gordon Bietz is second from the left in the front row.