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## MEMO

DT: February 15, 2024

TO: Bob Gaston, Chair, Governance Committee  
Members of the Governance Committee  
Pete Moore, President and CEO  
Ohio Provider Resource Association (OPRA)

FR: Cathy Allen, The Board Doctor, LLC

RE: Results of Board Governance Self-Assessment

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It has been a long path, but we are finally in the home stretch of the board governance self-assessment project OPRA commissioned last fall. I look forward to discussing the results with you at the Governance Committee meeting on February 20 and then to developing a presentation/leading discussion at the board meeting on February 28 in Columbus.

The underlying premise of the self-assessment is that every nonprofit board's path for improved functioning starts with clarity regarding what is currently working well and not so well. Because it is a self-assessment with over 80 indicators of governance wellness, The Board Doctor's Annual Checkup allows each board member to reflect on the board's performance of its governance responsibilities in a comprehensive way. Working together after reviewing the report, the board can decide what, if anything, it might want to work on in the future.

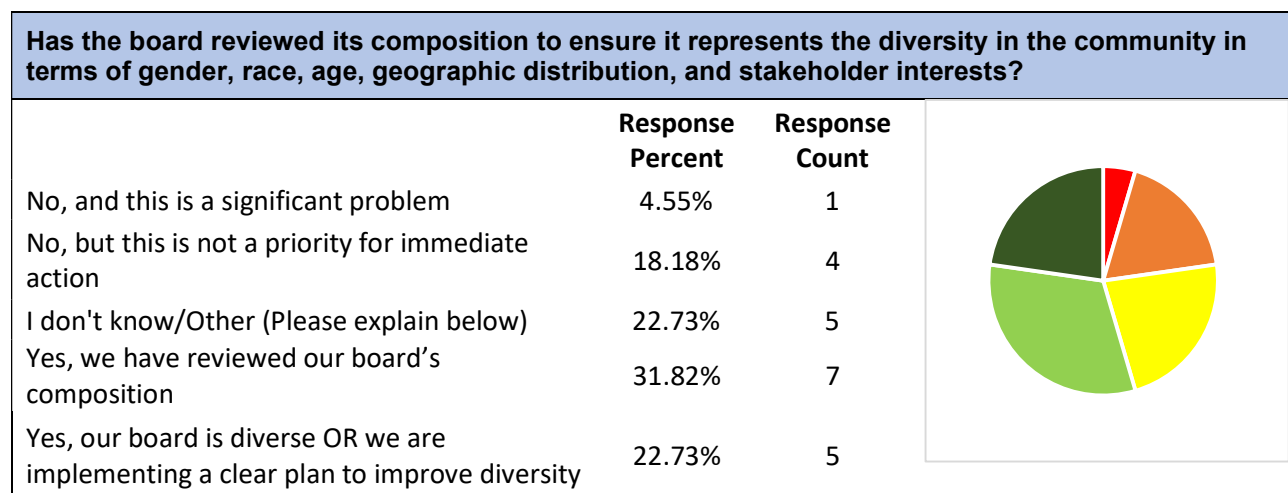
In OPRA's case, the results are being reviewed by an active Governance Committee which will use the information to choose its goals for the coming year. To assist in this process, 23 board members including the President/CEO completed the self-assessment between November 8 and December 14, 2023.

Group members are always in a better position than outside consultants to determine which questions on the assessment represent actual challenges experienced by the group and which are less important. In this memo I will provide recommendations for future action from my perspective as well as share some pointers on how to read the long-form report.

OPRA's assessment is characterized by a strong sense that the board is functioning well, in partnership with its staff. In fact, there are very few "we don't do this and it is a problem" responses in any section. This may account for the moderate degree of difficulty we encountered in encouraging board members to participate. While some responded right away and approached the questions quite thoughtfully, a significant number were difficult to track down or spent fewer than 10 minutes completing the assessment. One board member even answered every question the same way. Is this a reflection of a general sense that all is well or a reflection of a lack of commitment on the part of some to their responsibilities as board members? Perhaps a bit of both, and it seems to me excellent fodder for discussion.

Attached is the long-form question-by-question report which shows aggregated data of how participants responded. On the right side of each question is a pie graph that should give report readers a chance to quickly scan for areas of strength and areas of concern.

A sample question from your report is shown below. Note the variety of responses.



Key to Reading the Pie Charts	
	No, and this is a significant problem
	No, but this is not a priority for immediate action
	I don't know
	Yes, we do this well enough
	Yes, we do this very efficiently

Review of this report should not merely be for areas of orange and red "we don't have this in place" responses, but also for areas where board members seem to have very different views from each other. Whenever we see answers to the same question ranging from "we are very good at this" to "we don't do this and it is a problem," we know group members need to engage in open dialogue to determine how the different perceptions have developed and how to resolve them.

Based on my review of the information provided, OPRA can claim a number of very positive areas of strength and well-functioning that should be celebrated and built upon to achieve even greater levels of success. For me, these include:

- Strong sense of mutual trust and respect between board and CEO. This is noted in Section 7: The Board as Employer, as well as in comments throughout and (I believe) in the number of “I don’t know” replies in some of the sections.
- Strong sense that financial matters are handled effectively, with board members demonstrating a high degree of trust in the finance team and reports.
- Strong commitment on the part of board members to attend meetings and a high level of satisfaction with the way meetings are prepared for and conducted. This includes a well-functioning committee structure effectively handling matters between board meetings and reporting their work.

I believe OPRA will continue to benefit by having a strong Governance Committee. Potential areas for focus over the next year or so include:

1. Review the orientation and mentoring processes for new board members to ensure that all board members are familiar with their responsibilities under law and OPRA’s policies, and to ensure that board members have ongoing training and opportunities for self-evaluation and development.
2. Review existing or develop new succession plans for the board’s top leadership positions as well as contingency plans for transition of the CEO.
3. Review the structure of the board and how elections/appointments are made to identify potential opportunities for broadening and diversifying its composition, including with respect to the professional positions of members (i.e. all or nearly all board members are currently executive directors of member nonprofits.)
4. Review the role of the Executive Committee to ensure it is functioning in accordance with the responsibilities assigned to it by the board rather than as a substitute decision maker. (This is based more on one or two of the comments. The response to the question about whether the Executive Committee reports out its work to the full board is quite strong.)

Any board can benefit from participating in regular training sessions related to the basic roles and responsibilities of nonprofit board members, including legal duties and best practices in governance. If desired, I would be happy to prepare a presentation regarding the governance role and how it differs from management or operations for the February 28 meeting.

Thank you again for giving me this opportunity to work with your organization. Please feel free to call me anytime if I can answer any questions.