

VHA Board of Directors Self Evaluation

November 11, 2020

EVALUATION RESULTS REPORT 11/15/20

Board of Directors Primary Purpose

The Board of Directors guides and oversees the governance of The Villages Homeowners Advocates, Inc.

Limitation of the Board of Directors Role

While the Board establishes policy, ensures, legal compliance, and oversees the performance of the VHA in accordance with the Bylaws, it does NOT manage the VHA or its activities and does not establish procedures. These are the responsibilities of the Officers and other managers.

RESULTS LEGEND

- WW** = Item is Working Well
- NI** = Item Needs Improvement
- R** = Recommendation
- ?** = Open issue requiring further discussion

Major Takeaways and Overarching Themes – Board Self-Evaluation

- WW** VHA Fiscal Performance – Review by VHA Audit Committee and Treasurer provides regular financial statements. Permits opportunities to discuss issues/concerns.
- WW** Policies – Creation, Maintenance, and Updates - Committee worked ok to create initial set, review, modify and obtain Board approval
- WW** Board Meetings, Agenda, Effectiveness - We are functioning going through a formative phase and it is good that we are meeting in person. President, as Sole Member representative reports to Board on major activities e.g. VHA Programs, Membership, Website
- WW** VHA Community Foundation and VHA Helping Hands have their own Board independent of the VHA Board that provides them with necessary autonomy and efficiencies to operate. The VHA President attends their meetings. However, there is some confusion at what level of VHA Board oversight/governance is appropriate.
- NI** Governance / Oversight – Major discussion point, a big deal!! What does it mean? Need to analyze and create bullet points and how to do it. It is recognized that it is not the Board's responsibility to manage the VHA or its activities.
- NI** Succession Planning for Board Members – need to have candidate pool, also looking at specific expertise, e.g. lawyer. Nominating Committee can use pool, when vacancies occur to determine best candidates to nominate.
- NI** There needs to be an orientation/education for future Board Members on history, background, Board responsibilities, operation of VHA to better perform their functions. Also, could fill the gaps on any current Board Members knowledge as well. Board members have option to attend Program meetings e.g. New Residents Night, Golf Cart Safety Clinic to gain first-hand knowledge.
- NI** Oversight VHA Programs – Periodically review performance of various VHA Programs including policies and budgeting We do not have a plan of how to do this. Should develop a schedule for presentations and review at Board meetings. Board gets brief updates from President as Sole Member representative. Not sure this is enough to satisfy this requirement.

- R** Board needs to take a more leadership role in creation of Strategic Plan and impendance on getting it in place throughout the organization.
- R** Should Strategic plan document simply be more a list of goals the VHA is committed to achieve versus a lengthy document? Maybe a few bullets with a lot of tactics under them. Sometimes a comprehensive plan is going to hold people back the more you plan. Needs to be a working plan.
- ?** Certain VHA Board policies also need to be in the Boards of Helping Hands and Community Foundation. Should these policies be developed totally independently or use VHA Board policy as a model and tailor as appropriate?

Major Takeaways and Overarching Themes – VHA Enterprise-wide

These topics / issues came up in the course of the Board Self-Evaluation. They are broader issues that relate to the VHA Enterprise in its entirety. Responsibility for addressing goes beyond the VHA Board of Directors,

- ?** VHA Vision / Mission
 - What “Arena” does the VHA want to Participate in?
 - We have been moving away from “the latest cause” mindset.
 - Value Proposition should help to better define.
 - Relevance to the community
 - Define what VHA stands for, what you get
 - Who are we and why you should want to join
 - Is it applicable to the needs of new residents e.g. south of SR44?
- R** Board and Leaders might consider a project of trying to drill down and identify the root cause of this lack of relevance and determine a new thrust or strategic direction that can be introduced to the community, sort of “New VHA”
- NI** Recruiting Talent / Nominations / Volunteers
 - Need competent individuals in leadership positions
 - Everyone should proactively be trying to recruit potential candidates: friends, individuals with particular expertise. Especially need to look for individuals South of Route 44
 - Need one on one conversations – blanket emails don’t work. Use “Church” philosophy of “Each One, Reach One”
- NI** VHA Leaders and Volunteers – Education and Training
 - Strain on Leadership with so many responsibilities and no one to train them including VPs
 - VHA people “on the ground” are not trained to do what they need to do. Understanding of Position responsibilities and Related Training - Lot of Volunteers don’t know enough to take responsibility for their roles. The same approach does not work for every person
- NI** Membership – There was a lengthy in-depth discussion among Board members
 - Adverse conditions affecting increase in membership and dues revenue
 - Suggestions for Improvement
- NI** Financial Sustainability – In the past the VHA relied on membership dues for revenue. Now direction is to look at alternative ways such as VHA Hoedown to raise funds. We are at risk in this area.

Detail Assessments and Recommendations - Board Self-Evaluation

BOARD MANDATE – FOUNDATIONAL ENABLERS

General

- NI** – Governance / Oversight – Major discussion point, a big deal!! What does it mean? Need to analyze and create bullet points and how to do it. It is recognized that it is not the Board's responsibility to manage the VHA or its activities.
- NI** – Governance / Oversight – Lot of confusion of VHA Board Review? or Approval? of Helping Hands and Community Foundation Budgets. HH and CF should also present their Business Plans to VHA Board along with budgets to have better justification. If either one needs more money outside of budget, they have to come to VHA Board. They also have option to raise more revenue on their own.

1. Board Meetings

Agenda, Format, Presentations, Effectiveness, Outcomes

- WW** We are functioning going through a formative phase and it is good that we are meeting in person.
- WW** An Agenda is created and followed
- NI** We are growing more distant from the major activities and issues of the Triad. Relying on just Sole Member representative is not sufficient. Clarification the Sole Member is the 16,000 members of the VHA, of which the VHA President is there representative.
- NI** At times we get too deep into problem solving e.g. website design, membership. This should be a responsibility of VHA Sr. Management and come to us with high level updates/status
- R** For major issues, Board should be assigning a group to investigate and bring findings/recommendations back to the Board for discussion/approval

2. Board Communications

Internal to Board / External to VHA Leadership/Members

- NI** Little direct communication between the Board and Triad organizations except for through the President. I know that is our legal design, but at times don't believe that is sufficient.
- NI** Program Chairs should be periodically updating the Board on their goals, activities, performance
- NI** Little Board visibility to rest of organization
- NI** Need to further define what communications are necessary and method

3. Structure of Board

Composition / Membership / Invited Participants

- WW** Basically, Board Structure with a diverse experience profile of leaders is working.
- NI** Succession Planning for Board Members – need to have candidate pool, also looking at specific expertise, e.g. lawyer. Nominating Committee can use pool, when vacancies occur to determine best candidates to nominate.
- NI** Not sure how well "Sole Member" concept is working. Seems to be a lot for one person to be representing the entire operation of the VHA to the Board.
- NI** Should have invited VHA Leaders to periodically update Board on various major activities, accomplishments, goal, issues (How can Board help?)
- ?** What are pro's and con's and legal ramifications if we put the Presidents of Helping Hands and Community Foundation on the Board?

SPECIFIC RESPONSIBILITIES

1. **Continuity - Board may ask the VHA Nominating Committee to recruit, vet, and nominate new Directors and Officers**
 - a. **Directors shall be elected by the VHA as described by Bylaws**
 - b. **Election officers – President and Executive Vice-President**
 - c. **Orientation of New Directors and New Officers**

WW Election of Directors, President and Executive Vice-President

NI Succession Planning for Board Members – need to have candidate pool, also looking at specific expertise, e.g. lawyer. Nominating Committee can use pool, when vacancies occur to determine best candidates to nominate.

R Board members should proactively be trying to recruit potential candidates: friends, individuals with particular expertise. Especially need to look for individuals South of Route 44. Use “Church” philosophy of “Each One, Reach One”

NI There needs to be an orientation/education for future Board Members on history, background, Board responsibilities, operation of VHA to better perform their functions. Also, could fill the gaps on any current Board Members knowledge as well.

R Board members are free to attend any programs and meetings of the VHA to gain first-hand knowledge of a particular area.
2. **Policies – Creation, Maintenance, and Updates**

WW Committee worked ok to create initial set, review, modify and obtain Board approval

R Karl Arp is willing to assume Chair of this committee with Joe Elliott’s resignation

R Board members should file a Conflict of Interest attestation.

NI Need to get better handle on the totality of policies we need and merge Admin Policies & Procedures Manual into Online Document Repository that has limited secure access.

WW It is recognized that Board does not create procedures for the VHA but does for its responsibility.

? Certain VHA Board policies also need to be in the Boards of Helping Hands and Community Foundation. Should these policies be developed totally independently or use VHA Board policy as a model and tailor as appropriate?
3. **Oversight**
 - a. **VHA Legal Compliance with all laws and rules**

WW Documents that legally create VHA, VHA-CF and VHA-HH created and filed

NI Don’t know scope of laws and rules we need to comply with

NI Do we have a chair and members for this committee?
 - b. **VHA Compliance with its Governing Documents – The Board periodically reviews operations of VHA to ensure that they are conducted in accordance with VHA vision, mission, values and policies.**

NI Refer to above general concerns with Governance / Oversight Big deal as to how what governance means and how to do oversight. No activity on this yet. We do not yet have a process and scope of documents for this.
 - c. **VHA Fiscal Performance – Review by VHA Audit Committee and Treasurer provides regular financial statements.**

WW Process appears to be working OK

NI Need to find new Chair of Audit Committee

NI Long term financial sustainability in jeopardy.
 - d. **VHA Communications – Oversee effectiveness of VHA communications and provide resources to enable Internal as well as External effective communications**

NI Need to determine what and how to measure
 - e. **VHA Programs – Periodically review performance of various VHA Programs including policies and budgeting**

- NI** We do not have a plan of how to do this. Should develop a schedule for presentations and review at Board meetings. Board gets brief updates from President as Sole Member representative. Not sure this is enough to satisfy this requirement.
- ?** Do programs have quantifiable goals and metrics to evaluate them?
- ?** There is confusion on the Board's role in this versus VHA Senior Staff's operational role

4. Risk Management – Oversight to protect assets, reputation, and values of the organization

- WW** Audit Committee confirms that insurance is in place for liability
- NI** Need to define VHA Board role and expectations for other requirements

5. Strategic Planning – Chair Strategic Planning Committee to lead update VHA Strategic Plan ultimately approved by Board of Directors

- WW** VHA Board has approved Committee Charter.
- NI** Need to create a Strategic Plan document from our fragmented documents
- R** Board needs to take a more leadership role in creation of Strategic Plan and impedance on getting it in place throughout the organization.
- R** Confirm items in the Plan are in alignment with the VHA Mission
- NI** Update Accomplishments against current Plan. Review against Plan and Update will be deferred until post Covid new normal (earliest second half of 2021)
- R** Should Strategic plan document simply be more a list of goals the VHA is committed to achieve versus a lengthy document? Maybe a few bullets with a lot of tactics under them. Sometimes a comprehensive plan is going to hold people back the more you plan. Needs to be a working plan.

6. Board Self-Improvement / Education– **At least once a year, Board will meet for sole purpose of reviewing its own performance, develop methods for improvement and provide checks to maintain good performance.**

- ?** First evaluation conducted 11/11/20 led by outside facilitator. Need to get feedback on session and areas for improvement.

VHA Board of Directors Self Evaluation Meeting

Discussion of VHA Enterprise-wide Assessment and Issues

These topics / issues came up in the course of the Board Self-Evaluation. They are broader issues that relate to the VHA Enterprise in its entirety. Responsibility for addressing goes beyond the VHA Board of Directors,

? VHA Vision / Mission

- What “Arena” does the VHA want to Participate in?
 - We have been moving away from “the latest cause” mindset.
 - Value Proposition should help to better define.
- Define what VHA stands for, what you get
- Who are we and why you should want to join
- Is it applicable to the needs of residents south of SR44?
- Need “Elevator” speech extoling the benefits of the VHA to the community.

R Board and Leaders might consider a project of trying to drill down and identify the root cause of this lack of relevance and determine a new thrust or strategic direction that can be introduced to the community, sort of “New VHA”

? Organizational Structure

- Is the current structure of The Triad with Sole Member working? It was largely done to limit liability to the organization, is transfer of funds among three 501(c)(3) organizations and create greater autonomy of management. This structure has created a number of problems and confusion. Liability protection may be overstated as any lawsuit could easily break the “veil” through the organizations.
- Should the three corporations be combined back into one 501(c)(3) organizations with multiple divisions? One set of financials, overall marketing plan, consistent policies and procedures where applicable.

NI Recruiting Talent / Nominations

- Need competent individuals in leadership positions
- Future consideration - should we have a VHA wide umbrella vetting group rather than three separate groups for each member of the Triad?
- However, what we have now seems to be working.
- Everyone should proactively be trying to recruit potential candidates: friends, individuals with particular expertise. Especially need to look for individuals South of Route 44
- Need one on one conversations – blanket emails don’t work. Use “Church” philosophy of “Each One, Reach One”
- Find a back-up: “Hire” own replacement and “Train” them.

NI VHA Volunteers

- Pool of people to help is diminishing
- Strain on Leadership with so many responsibilities and no one to train them including VPs
- VHA people “on the ground” are not trained to do what they need to do.
- Understanding of Position responsibilities and Related Training - Lot of Volunteers don’t know enough to take responsibility for their roles. The same approach does not work for every person

NI Membership – There was a lengthy in-depth discussion among Board members

Adverse conditions affecting increase in membership and dues revenue

- Pandemic has curtailed most activities that members would view as benefit
- New Resident night is on hold – no meetings at Colony or Everglade Rec Centers

- We are not reaching out to residents especially in the Far South Area (below SR44)
- Two-year renewal membership cycle creates a lost year of revenue.
- Innately individuals don't like rejection – If asking resident “Why not join the VHA?” Fear of being rejected. Most individuals do not like to “sell”

Suggestions for Improvement

- Need to think out of the box
- New VHA Website should provide some opportunities
- Need to get more engagement with residents from New areas (South of SR44). They have some different values and expectations than older more established areas North.
- Need “Elevator” speech extolling the benefits of the VHA to the community.
- On membership application can identify specific areas of interest from new member, what they would like to do – possibly opportunity to use their talents.
- But individuals respond better to direct 1-1 interaction.
- Lot of individuals like “one and done” responsibility such as the VHA Hoedown
- Need to do direct 1-1 conversation with member who does not renew to determine why they leave, enumerate the value of the VHA and encourage them to renew.

NI Financial Sustainability – In the past the VHA relied on membership dues for revenue. Now direction is to look at alternative ways such as VHA Hoedown to raise funds. We are at risk in this area.

R In dealing with issues determine Root Cause and work your way back to the need / solution (Six Sigma principles) versus skirting the issue.