

Harvey A. Meier PhD, CMC® Attention Co-op Board Members



Are you currently serving as a co-op board director? Is your board successfully working together to fulfill their governance duties and responsibilities? Do personality and leadership differences sometimes get in the way of accomplishing the true work at hand? Welcome to the complex and intriguing world of co-op board governance and leadership and introducing Dr. Harvey A. Meier.

Dr. Meier is an expert in co-op board governance. He has spent more than 47 years working intimately as an advisor and confidant to co-op boards and CEOs to help them achieve ultimate governance success.

Harvey is a master facilitator, executive coach and business consultant who knows the complex inner workings of business leadership and board governance. He has served both as a director and a CEO primarily to privately held companies and as a university faculty member at Oregon State University. His PhD is in applied economics and finance from The Ohio State University. He also is a Certified Management Consultant and has written guidebooks on best practices for board governance.

We believe you will find this interview intriguing and insightful as Harvey shares his vast knowledge and experience around board governance. We also will take a dive deep in this interview with Harvey to learn more of his interesting background and upbringing that has placed him at the top of his game as a world-class co-op board governance best practice resource.

Dr. Meier, thanks so much for taking time to speak with us today and welcome to LocalsGuide.

It's my pleasure. Thanks so much for this interview. The last time I recall being called Dr. Meier was when I served as an adjunct faculty member for Southern Oregon University a few years ago. Please call me Harvey. I am really excited to introduce myself to co-op boards and CEOs and publicize my interest in helping them become more effective in making their co-ops more successful.

Thanks Harvey, I appreciate your enthusiasm and interest in utilizing LocalsGuide.

This is a great local resource. I know many in our community read LocalsGuide and I would be very appreciative for its readers to share this month's publication with others they believe could benefit from my interview.

Harvey, to begin with, will you please tell us a little bit more about your background and then introduce us to the specific opportunity that you have to offer here today?

I was raised on a dairy farm in the state of Washington and was fortunate to have been awarded a football scholarship by Washington State University. There I received a B.S. degree in agriculture followed by a Master's Degree in agricultural economics from the University of Arizona and a PhD in applied economics and finance from The Ohio State University.

My lifetime experience includes CEO and senior executive positions, board chair and director positions, and university professorships. I've devoted the majority of my career to serving as an advisor and confidant to Boards of Directors and CEOs of privately held for-profit companies and nonprofit organizations. I am especially skillful in providing guidance on board governance best practices, strengthening the working relationship between a board and its CEO, and enlightening directors and CEOs on how to make their boards more effective and their organizations more successful. My advisory services also are being utilized by many Alaska Native Corporations, by Alaska Native Tribes, and by Native American Tribes in the lower 48 states.

Harvey, can you take us into the world of a board member? What types of situations and challenges arise in the boardroom that makes this an interesting and dynamic position to hold?

Boards are confronted with a variety of situations and challenges. The dynamics of interpersonal relationships and communications among board members can pose challenges leading to dysfunction in the boardroom. For example, dysfunction tends to occur when board members attempt to push personal agendas, fail to keep personality conflict in check, fail to respect one another's opinions, violate confidentiality of boardroom discussions, and/or when alignment with the organization's vision, mission, fiduciary duties, and/or with the CEO's leadership of day-to-day operations is missing. These are a few examples of situations and challenges a board may face. When these types of situations arise, the life of a board member can become exasperating and frustrating. Conversely, when a board successfully navigates a path to resolve these challenges, service as a board member becomes a very positive experience.

What are the responsibilities of a board of directors?

At the highest level, a board's responsibility is to protect and safeguard their company's or organization's assets on behalf of its owners, members, and stakeholders. A board member embraces the responsibility of honor, integrity, dedication, respect, and commitment to supporting and perpetuating an organization's vision and mission.

State law often imposes a legal responsibility on board members to perform their job in the manner of a "fiduciary." It is the highest standard of duty implied by law pertaining to board member responsibilities, because they are entrusted to oversee, protect and safeguard the assets of their corporation. Thus, directors are deemed "fiduciaries" and have a duty to exercise their duties in good faith at all times. Board members are held to a high standard of accountability. If a director breaches his/her fiduciary duty, he/she can be personally held liable for damages caused by the breach. Those considering board service should consult legal counsel for clarification of their fiduciary duties in their state's law.

Harvey please share an example of how you help a board form a strong partnership with its CEO?

Occasionally, decision making boundaries between a board and its CEO become blurred.

When this occurs, the working relationship can become strained, and in some instances confrontational. To mitigate these circumstances, I advise boards and CEOs to work together to clarify in writing their respective decision-making authorities. Designating distinct areas of decision-making authority into those made exclusively by the board, made by the CEO, or shared by both, supports forming a solid and trustful working relationship between the board and the CEO.

Harvey, specifically, how do you bring order to conflicts in the boardroom?

Occasionally, I'm asked to work with a board and the CEO to mitigate conflict when it arises. In general, I meet one on one with those involved to discern the root cause of the conflict. If a quorum of board members and the CEO are involved, I meet with the entire board and CEO to discuss the scope and underlying causes of the conflict. Once I understand the reasons/sources of conflict, I proceed to employ several conflict resolution strategies. The final step is to inform the entire board of the outcome of the conflict resolution process.

Do you find that often times boards do not understand how to participate so that every voice is heard around the table?

I do. Some board members may be reluctant to voice their opinion because they are quiet, may be intimidated by other directors, or may lack confidence in their perspectives. Recently, the board chair of a very large corporation told me the biggest struggle she faced in chairing board meetings is how to make sure the voices of all board members are heard. I suggested at the beginning of every board meeting she emphasize that each board member's perspectives are important to be heard and that she also invites all board members to voice their opinions and try to feel comfortable in doing so. I also suggested she emphasize that each board member has a fiduciary duty to candidly speak their mind.

Then, during the meeting after all opinions/comments have been voiced, I suggested she ask those who did not speak up candidly to express their opinions.

The book cover features a blue background with a photograph of two dolphins leaping from the water. The title 'The D'Artagnan Way' is written in a large, white, serif font. Below the title, the subtitle 'A Tale of Passion, Purpose & Team Commitment' is in a smaller white serif font. Underneath the subtitle, the text '7 Principles to Inspire your Work Force' is in an italicized white serif font. At the bottom, the authors' names 'Harvey A. Meier' and 'Larry A. Bauman' are listed in a white serif font, separated by a small white decorative cross symbol.

Furthermore, I suggested she stress the importance and value of these board members viewpoints to be shared with the entire board.

What is Parliamentary procedure and how is it utilized by a board of directors?

Parliamentary procedure is a set of rules, precedents, or customs to govern the meetings of organizations. Robert's Rules of Order (RRO) is the standard used to follow parliamentary procedure guidelines. The orderly progression of meetings helps eliminate frustrations, such as jumping around from topic to topic, dominance of a topic by a few individual board members, arguments, and/or disruptions by directors with personal agendas. Using RRO is a proven process for overcoming these frustrations.

Harvey what would you summarize as the best governance practices for a board?

There are a multitude of board governance best practices (far too many to summarize in this interview). However, here are some that stand out and should be considered - listen with the intent to assimilate and understand board matters prior to voicing an opinion, discount unvalidated assumptions, and study board information and packets thoroughly in order to separate fact from emotion when making board decisions. The most effective and successful boards are led by directors dedicated to their organization's mission and success.

Please tell us about a few of the rewarding experiences you have had over the past 47 years in working with boards and CEOs.

I've assisted numerous boards in identifying and selecting CEOs who have remained in their positions through retirement. I've facilitated numerous merger transactions that have provided increased value for the companies and organizations involved. I've mitigated conflict that appeared to be insurmountable. I have successfully facilitated family owned business sale transactions. I've conducted board governance training for over 3,500 directors during my career. I've served as a confidant and trusted advisor to numerous CEOs from a wide spectrum of industries. And, I have sustained long-term working relationships (some exceeding 30 years) with many of my clients since founding my board and CEO advisory practice.

Harvey, what do you love most about the work you do?

Bottom line, my passion is helping others succeed. I take great pride in seeing those who I advise achieve results beyond their expectations. I enjoy constructive and positive conversation that enable my clients to visualize and execute steps to achieve their vision. I like working with leaders who are passionate about what they do. And, I'm honored to be referred to prospective clients by current clients.

What makes you exceptionally good at what you do?

Simply stated, I listen with the intent to thoroughly understand conversations and discussions prior to offering an opinion. I ask lots of open ended and probing questions to make sure I do not form erroneous conclusions prior to offering advice. This process enables me to separate fact from emotion in order to offer constructive, practical, and positive recommendations. And, in the course of working with clients, at all times, I concentrate on offering advice and recommendations, with serving their best interests being top of mind.

Harvey, I am curious to learn where you learned the art of constructive conversation and positive orientation for problem solving.

Growing up on a farm, my dad taught me how to interact and converse with people from all walks of life, how to overcome adversity, and how to find constructive and positive solutions to problems.

While playing football at WSU, I suffered a career ending concussion. Subsequently I became the team's head student manager which taught me how to communicate tactfully, solve problems, persevere, and be accountable for meeting the expectations of the coaching staff, players, and the team's equipment manager. Of course, my rigorous Master's and PhD programs afforded me unlimited opportunity for inspiration to problem solve, manage time, and interact with faculty and other like-minded students. I've been told and believe that education's purpose is to replace an empty mind with an open mind.

And, my ability to listen and communicate with patience, understanding, and empathy has been immensely enriched by my spouse and children and all who I've encountered in my professional career and personal life.

Where in your life did you learn about respect?

This is a very personal question. Each of us most likely has our own interpretation of respect. For me, I like to think of respect in the context of its definition being "Due regard for the feelings, wishes, rights, or traditions of others." I've learned respect in the classroom, on the football field, through my lifetime professional experiences and especially from my parents. They were immigrants who personally experienced hateful comments and prejudice prior to immigrating to the United States, surviving the Holocaust, and subsequently becoming U.S. Citizens. Frequently they were the target of Anti-Semitic and hateful comments in our small farming community. Consequently, I was taught how to navigate through the emotional impact and trauma of these types of behaviors. I also was taught to give respect to all people I interact with regardless of race, culture, or religion.

Harvey, you have written several books on board governance and leadership. Will you please tell us about them?

One is **The D'Artagnan Way**. It is a Tale of Purpose, Passion & Team Commitment and is designed to enable business leaders, such as a board of directors, to inspire and sustain a management team dedicated to unselfish collaboration in achieving superior performance results.

Another is the **Agricultural Co-op Director Guidebook Series**. I created this series to enhance the governance expertise and oversight effectiveness of co-op boards of directors in leading and governing their organizations, using Robert's Rules of Order to keep meetings in order, monitor their entity's financial performance, strengthen the Board & CEO partnership, define board and CEO roles and responsibilities, and clarify their respective decision-making authorities.

Harvey it sounds like you have an abundance of rich life experiences and knowledge that you are able to share with your clients.

Yes. I'm passionate about what I do. I am eager to share my experiences and knowledge with co-op leaders to help them and their co-ops succeed in the future.

Great, thanks Harvey so much for taking time to speak with us today. Are there any last thoughts or comments you would like to share with our readers?

Yes. Effective co-op boards take time to flourish and are led by dedicated directors. I would be honored to explore how I can be of assistance.

Learn More:

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"Dr. Meier is a world-class board governance best practice resource. For over 10 years he served as an advisor and confidant to me and my board of directors. His knowledge, understanding, and insight into director roles and responsibilities are unmatched in advising Boards of Directors and CEOs."

-- Jim McMullen, Retired CEO,
 Tillamook County Creamery Association

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