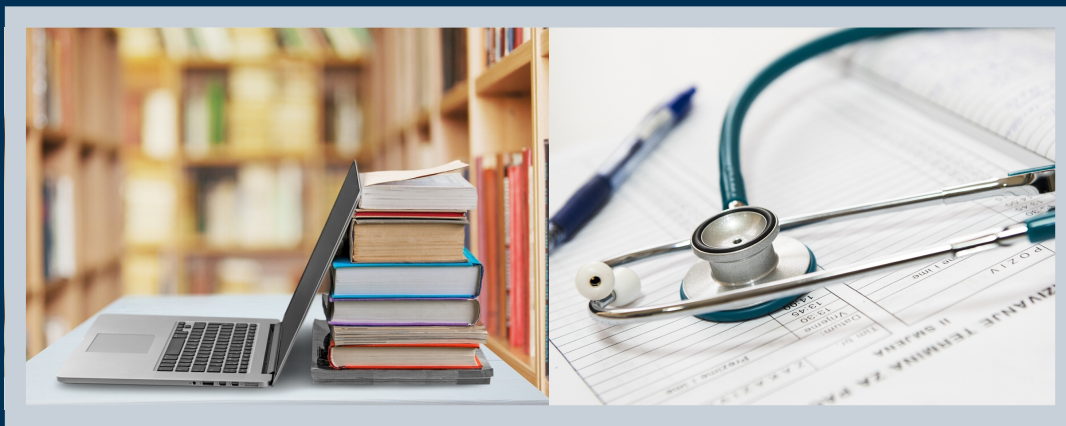

Increasing Gender Diversity on the Boards of Nonprofit Eds and Meds



Why And How To Do It

Vicki W. Kramer and Carolyn T. Adams

Don Kramer's

A Newsletter of "Nonprofit Law You Need to Know"

NONPROFIT ISSUES

**WOMEN'S NONPROFIT
LEADERSHIP INITIATIVE**

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ABOUT NONPROFIT ISSUES

Nonprofit Issues® has been a leading provider of news, programming and insight on nonprofit law and governance for more than 30 years. Its newsletter is written for nonprofit executives, directors, and their professional advisors, and provides clear, concise and comprehensive coverage of “Nonprofit Law You Need to Know.” *Nonprofit Issues* publishes a free reader’s question and answer each week, with more than 1,000 available on its website. It maintains a library of more than 130 Ready Reference Pages and Commentaries summarizing important legal and governance issues. And it co-produces a monthly webinar and an annual conference on “This Year in Nonprofit Law.”

ABOUT WOMEN’S NONPROFIT LEADERSHIP INITIATIVE

The Women’s Nonprofit Leadership Initiative (WNLI) is a group of Philadelphia area women leaders in the nonprofit sector that has been working since 2012 to increase significantly the percentage of women on the governing boards of nonprofit healthcare and higher education institutions (meds and eds) and to expand women’s influence and formal leadership on these boards. WNLI’s vision is for these governing boards to reflect the gender, racial, and other diversity of their stakeholders. WNLI collaborated with The Nonprofit Center at La Salle University’s School of Business to produce *The Gender Gap in Nonprofit Boardrooms: The 2019 Census of Women Board Members of the 50 Largest Medical and Educational Institutions in Greater Philadelphia*.

INCREASING GENDER DIVERSITY ON THE BOARDS OF NONPROFIT EDS AND MEDS:
WHY AND HOW TO DO IT
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EXECUTIVE SUMMARY

The boards of major educational and healthcare nonprofits face the same diversity challenges that face for-profit company boards. A significant number still lack substantial gender and racial diversity. But the composition of nonprofit boards is not widely known and is sometimes challenging to discover. This situation may explain why most of these so-called “eds” and “meds” have not been prodded to make boards more representative of the populations they serve.

Eds and meds play a significant role in United States communities and in our overall economy. They employ large numbers of Americans, educate future members of the workforce, promote public health, attract research dollars and affect the lives of countless people. Boards make the major decisions that drive their actions. However, neither the impact of the eds and meds nor the role of their boards is widely discussed. And few people, even board members, are aware of or pay attention to the under-representation of women and people of color.

The last 20 years have produced an abundance of research, writing, advocacy and media coverage about the value and positive impact of board diversity in for-profit companies. Major shareholders and some government entities have pressured those boards to diversify their membership in order to improve governance. Nonprofit eds and meds have not faced comparable scrutiny.

To better understand gender diversity issues in large nonprofit eds and meds, we interviewed 59 board members and institutional leaders across a wide variety of these institutions in 14 states and the District of Columbia, representing every region of the United States. Based on their confidential comments, we show that diversity benefits the boards, the institutions and key stakeholders, but that women face substantial barriers to gaining board seats and to succeeding once elected. We also discuss what boards should do to increase women’s numbers and suggest the roles that different stakeholders could play in speeding the pace of change.

Though this study focuses on gender diversity, we note the parallel barriers to racial diversity and the impact of the combined barriers of gender and race for women of color.

Women make a difference on nonprofit boards.

Study participants agree that board diversity adds value and that female directors have substantial impact on these boards and their significant decisions. Women make contributions related to their expertise, as do men, but they also bring different experiences and perspectives to the table. That matters. Women make particular contributions to issues involving consumers (students and patients), culture change, improved governance and the way decisions are made.

Key barriers to gender diversity and inclusion are particular to nonprofits.

Though many of the gender and racial barriers resemble barriers in public-company boards, some are particular to nonprofits, which differ in important ways from for-profits. Larger board sizes, the expectation to make financial contributions rather than to earn a stipend, and board member selection processes create different challenges to diversity and call for some different remedies.

Financial capacity strongly influences board composition and size.

In order to include significant numbers of major donors, eds and med schools boards usually are far larger than for-profit boards. Though some board leaders are willing to forego the generally-expected dollar contributions from board candidates who bring other attributes like diversity or community and political connections, boards make such exceptions for only a limited number of seats. We explore some potential consequences of such practices and note that, although some interviewees believe an emphasis on fund-raising presents challenges to good governance, almost none seem concerned about the lack of economic diversity among board members.

Women face barriers to succeeding in the nonprofit boardroom.

Even when boards select women to serve, they do not always truly include the women or fully tap their potential to participate. Though interviewees regard 30% as the minimum presence of women necessary for true diversity, that presence alone does not guarantee inclusion. This is particularly the case on large boards, where committees do the real work and executive committees often make most decisions. Exclusion from power positions or committees, or appointment in small numbers, can mute women's voices. Interviewees described a pattern of female board members speaking less than their male colleagues, and a surprising number of the highly-qualified women on these powerful boards described themselves and other female colleagues as less likely than men to "take the floor."

Nonprofit boards can succeed in achieving and benefiting from diversity.

Some boards have successfully created gender diversity and inclusion. But the sensitive topic of board diversity doesn't make it onto the agenda for discussion by most full boards, particularly large boards that don't allow much discussion, except in committee meetings. Diversity discussions sometimes take place only in nominating and governance committees, leaving many board members with the sense that someone else is handling the issue. Although discussion seems a prerequisite for major change, it does not guarantee action. Action requires leadership and intentionality along with changes in board practices and systems. Strategies that have worked for institutions reporting progress range from putting less emphasis on a candidate's financial capacity to contribute, to changing recruiting practices, shrinking board size, and creating separate fundraising boards.

Stakeholders could propel change.

Interviewees believe most stakeholders – consumers (students and patients), employees (particularly faculty in the eds), alumni/ae and donors – do not pay much attention to boards generally or their makeup. We believe those stakeholders need to recognize that boards enact major decisions and policies and that diversity has a positive impact on the quality of those decisions and policies. If stakeholders paid greater attention to the lack of diversity on the boards of large nonprofit educational and healthcare institutions in the United States and organized to exert their influence, they could propel change.

INTRODUCTION

Background and Context for the Study

Large nonprofits, particularly education (eds) and healthcare (meds) organizations, play a significant role in many metropolitan areas. Nonprofit hospitals employ more than 4 million people in the United States, and nonprofit universities over a million more.¹ In addition, these institutions educate a significant portion of the workforce, promote public health, attract research dollars and affect the lives of countless people, though that impact is not widely discussed or understood.

Even less appreciated by the public or eds and meds consumers and employees is the role that boards play in these institutions. And since the membership of these boards is not widely publicized, it is sometimes challenging for stakeholders or researchers to uncover.

So it is probably not surprising that the topic of gender diversity, widely researched and discussed and the inspiration of considerable activism in the for-profit sector, has not so far inspired similar attention to gender diversity on the boards of nonprofit eds and meds.

For more than 20 years, activists have increasingly focused on the lack of diversity, particularly gender diversity, on boards of public corporations in the United States. Catalyst, an organization that promotes gender diversity in companies, has reported on the number of women on boards of the largest American corporations since the early 1990s. Around the country, in major metropolitan areas such as Boston, Philadelphia and Chicago, annual reports of major corporations' board composition began appearing in the 1990s and early 2000s.²

The cover of the Spring 1995 issue of *Directors and Boards* magazine read, “The Power of Diversity on the Board: Ensuring that You Have the Right Mix to Make the Right Decisions,” and the magazine featured numerous articles on the topic.³ The 2000 book *Women on Corporate Boards of Directors: International Challenges and Opportunities* called for additional research.⁴ The book that followed in 2008, *Women on Corporate Boards of Directors: International Research and Practice*, showed how much research had been done in the intervening years;⁵ and a third such volume, published in late 2018, *More Women on Boards: An International Perspective*, confirms that this topic has produced extensive research by academics and large consulting firms, has inspired the work of advocacy organizations and drawn consistent attention in the general press and business magazines.⁶ Shareholders, particularly institutional shareholders, have become outspoken activists in support of change in corporate boardrooms; some states have passed resolutions on board diversity; and in 2018 California became the first state to pass a law requiring board diversity.⁷

Compared to the ample data on corporate boards, little research, writing or reporting – and even less activism – has addressed gender diversity on boards of large nonprofits. Though some academic researchers have begun to pay attention to nonprofit boards, their articles are few and their findings not easily available or visible to those who need to know. Only one of 18 chapters in *More Women on Boards* focuses on nonprofits, and it is an argument about how serving on nonprofit boards confers benefits on women and their careers, not a discussion of board gender diversity.

The governing boards of both for-profit and nonprofit corporations are, by definition, charged with governance. In both arenas,

when a crisis attracts public notice, the board is most often called to account (for example, Penn State, Baylor, Wells Fargo). However, nonprofit boards differ from for-profit corporate boards in important ways.

For-profit corporate boards:

- Pay members to serve, with bigger, wealthier companies paying higher sums.
- Are small, generally averaging 9 to 11 members.⁸

Nonprofit boards:

- Generally do not pay board members. Money generally flows the other way, in the form of contributions from board members to the organization. (Note: we are particularly describing nonprofits, including the eds and meds, that are public charities – designated as 501(c)(3) organizations under the Internal Revenue Service, and filing a 990 tax form.)
- Range greatly in size, but are typically larger than for-profit boards. Many have 3 or more times as many board members as for-profit boards.

Public scrutiny of corporate boards, particularly since the Enron debacle in 2001 and subsequent federal Sarbanes-Oxley legislation, has steadily increased, along with attention to board makeup. Governmental entities, such as the Securities and Exchange Commission (SEC) at the national level and the California legislature at the state level, have weighed in. Shareholders – particularly large investors such as pension funds and mutual funds – have increasingly used their power to try to advance the gender and racial diversity of corporate boards. Their interest has evolved because research has shown that diversity improves decision-making, creates value and enhances corporate governance.⁹

Individual and institutional shareholders receive proxy statements and instructions on electing board members, so they are informed

about boards and can cast their vote, though some companies still make it challenging to discover the race and even gender of their directors. Nonprofits don't operate in the same way. An important difference is that nonprofit institutions do not routinely inform their stakeholders about who sits on their governing board, making it difficult for stakeholders to hold board members accountable for the decisions they make.

Women are a substantial, and some think dominant, presence in nonprofit organizations and boards. Nationally women constitute 47% of all nonprofit board members.¹⁰ However, the picture is more complicated if one examines nonprofits by size and sector. Such reports have appeared only in recent years. The Boston Club, one of the earliest to report on the makeup of for-profit boards in its region, has also issued 4 reports on the 150 highest-revenue nonprofits in Massachusetts, most recently in 2019. Not surprisingly, most were eds and meds: 43% were meds and 34% were eds.¹¹ In Philadelphia, the Forum of Executive Women, which has reported annually on major corporate boards since 2001, added the major eds and meds to its annual report on public companies in 2014.¹²

Researchers in both Boston and Philadelphia found that on average, large nonprofit institutions had somewhat higher percentages of women board members compared to for-profit companies, though the overall averages were only in the 30% range. In both cities, however, the average percentages of women serving on nonprofit boards were skewed upward by the inclusion of women's and formerly-women's institutions. Those historically-female higher eds and hospitals boasted unusually high percentages of women trustees, raising the over-all averages significantly. Just as striking as the high percentages of women trustees in some historically-female institutions was the significant number of both eds and meds with percentages of women at the other extreme: in the teens and be-

low. Evidence shows that the boards of major nonprofit eds and meds are not immune from the diversity challenges that face public company boards. A significant number still lack substantial gender and racial diversity.

Our research and this report responded to the advocacy work of the Women’s Nonprofit Leadership Initiative (WNLI), a group of Philadelphia area female leaders in the nonprofit sector that has been meeting and working on nonprofit board diversity since 2012 and helped initiate the Philadelphia reports. We also took inspiration from women serving on Philadelphia area eds and meds boards, who met with members of WNLI to discuss the lack of board gender diversity and expressed interest in written material that they could make available to their fellow board members. We and they were interested in getting beyond the numbers to understand:

- The ways women contribute to nonprofit eds and meds boards.
- The beliefs of board members about the value of board diversity.
- Barriers that have limited gender diversity.
- Gender issues that might be in play on these boards.
- Actions that organizations have taken to overcome those barriers and increase diversity.

Our Approach

In order to learn about the sometimes-opaque processes, practices and dynamics that affect board diversity, we wanted to draw on the personal experiences and direct observations of women who have sat on the boards of large eds and meds – to sense what it is like in “the room where it happens.” We also wanted to hear from both women and men in leadership positions on these boards. To make this a national study that broadly represents the variety of nonprofit eds and meds, we wanted to include institutions in every

region of the United States.

We based this report on 59 in-depth, semi-structured phone interviews with nonprofit eds and meds board members – 29 from eds and 30 from meds – in 14 states and the District of Columbia. The meds included individual hospitals and health systems, some associated with universities and some with religious denominations. The eds included major universities (some Ivy League) and colleges, including an historically black college, a women’s college, 2 that were originally women’s colleges, and some religiously affiliated universities or colleges. They did not include public universities, whose boards are largely appointed by government officials. In all but 4 instances, we interviewed only 1 respondent per institution. In 2 of those 4 unusual cases, we interviewed a pair of respondents in order to gain the perspectives of trustees who had served during different time periods, with different sets of board colleagues and different administrative leaders. Since those respondents had served in substantially different environments, we recorded them as serving on different boards. However, in the final 2 institutions, we interviewed pairs of trustees who had served during overlapping time periods, meaning that they had served in essentially the same institutional context. We counted those final 4 respondents as representing only 2 institutions. That explains why the total number of respondents in the study is 59, while the number of different boards is only 57.

We interviewed female board members and both female and male board leaders (chairs and chief executives). The 20 board-leader interviewees included 3 male CEOs or board chairs of medical institutions and 4 male college/university presidents or board chairs, one of whom was a person of color. Thirty-one percent of the 39 female board member interviewees were women of color. Most interviewees were currently serving on their boards or had left relatively recently. A few

had begun their board service in the 1990s, and some of those were still serving.

The interviewees were highly qualified and experienced individuals: lawyers, healthcare professionals (nurses, physicians and administrators), financial professionals, educators, communications experts, corporate executives, nonprofit executives and philanthropists. In addition to the boards about which we interviewed them, they served on an additional 42 boards of eds or meds, and many served on other kinds of nonprofit boards as well as for-profit boards.

To recruit interviewees willing to allot from an hour to an hour and a half to speak frankly about their board experiences and views on gender diversity, we relied on colleagues and

contacts. We asked them to connect us with people they knew and, in some cases, with people we had identified through research. We promised not to audiotape the interviews nor to disclose the names of participants or their institutions.

We co-authors split the interviews, which occurred between spring and fall 2018. We immediately wrote up our notes and shared them with each other. Both of us read and independently analyzed all the interview notes to identify key themes and compare our findings. When respondents gave us more than one answer to a question, we recorded all the answers. We then coded the responses. We entered all the coded responses into an Excel spreadsheet.

BOARDS AND GENDER DIVERSITY

Impact of Boards

One reason why women’s advocates have focused little attention on nonprofit institutions may be the general lack of awareness about what nonprofit boards do. One of our interviewees, who has served on both a health system board and a university board, pointed to “an under-appreciation of the power of boards” by consumers (patients or students). She admitted that for a long time she herself didn’t understand their power. Our own experience talking with students and faculty suggests even participants in higher education lack an understanding of board responsibilities and powers.

To better explain the impact of eds and meds boards, we asked interviewees to identify key board decisions made during their board tenure. Most frequent responses for both sectors were: hiring a CEO or president, agreeing to expand or upgrade facilities and erect new buildings, formulating and approving strategic plans, and launching capital campaigns.

The variety and scope of these and other decisions mentioned confirmed the important impact that boards can have on the consumers (patients and students), employees and other constituencies associated with eds and meds.

The eds directors identified campus-life issues relating to admissions, tuition and academics. They pointed to decisions on expanding the size of the student body and decisions related to athletics – ranging from what division athletic teams play in to shuttering particular sports programs. They also mentioned collaborating with another university and issues related to affiliated hospitals. Some mentioned diversity.

The meds directors identified quality and safety issues affecting patients, which seem

to parallel campus-life issues affecting students. They also mentioned decisions about which populations to serve and which special programs or health issues to emphasize. Not surprisingly, considering the restructuring of the nation’s healthcare system, they also mentioned mergers, acquisitions, partnerships and workforce reductions.

Impact of Women on These Boards/Why Diversity Matters

Many respondents reported having had substantial impact on important issues. Women had impact similar to men in using their professional expertise and skills – whether in finance, real estate or experience in healthcare or higher education. Although on some boards, all those with financial expertise were men, reinforcing an impression that women don’t understand financial matters, on other boards leaders spoke admiringly of women with the expertise to make important contributions to – and sometimes to chair – finance committees. Some female board members helped shape mergers or major partnerships, and some played significant roles in recruiting and hiring new CEOs or college presidents.

After asking about key board decisions made during their tenure, we asked interviewees whether women and men differed in approaching those decisions and whether our respondents noted differences in points of view between women and men. A minority said that they observed no differences. A few emphasized that the differences had less to do with gender than with professional backgrounds and experiences. Some on ed boards said that differences had more to do with whether people were alums of the institution and whether they were undergraduate or graduate school alums. Several responded that not all women or all men are the same. And one female CEO said she doesn’t look at

things as gender specific. One woman cautioned against broad generalizations, saying she hoped we weren't assuming that women make better decisions.

Others, however, immediately identified large gender differences in approach and almost all, even those who initially said they did not see differences, argued in favor of gender diversity at other moments during the interview. Most interviewees stressed that gender is associated with differences in life experience, as are other important dimensions of board composition, while acknowledging that even within gender categories, significant differences also relate to age/generation, career, personality, etc.

One woman initially said that all the female members of her board were accomplished businesswomen, and she did not notice differences in how women and men approached decisions. Yet she later said, "Women's experiences are different, and they bring that to deliberations. It is hard to think about what the board room would have been like without those women." Another woman said, "To the extent that women and men have different life experiences, they will approach decisions differently." One female CEO said diversity "influences what issues are raised and how they're discussed and analyzed."

A male CEO observed that "men and women approach issues and problems differently." Unsurprisingly, an African-American woman said that all members bring differences in approaches because of their histories and perspectives and added that issues that are important to women aren't represented if women are not present. One ed board member confidently asserted, "Every man will tell you women think differently than men do." A female college president reported a male col-

league confiding to her, "You have no idea how different the conversation is in a room with only men."

Directors from both eds and meds mentioned women being more focused than men on the effects of decisions and policies on people – in the meds, approaching issues more from the perspective of consumers, not providers; and in the eds, having more concern for how students and faculty experience campus life. We heard numerous accounts of women on meds boards starting or strengthening quality and safety initiatives. And, on a healthcare quality committee, we heard that men go right to the numbers, worrying more than women about finances and cost and less about patient experience and satisfaction.

**"You have no idea
how different the
conversation is in a
room with only
men."
(Male Board
Member)**

One interviewee said a female audit committee chair talks more than a man would about the meaning and implications of the numbers related to people. A female respondent told of bringing to a finance committee meeting some information that related to numbers of babies born and surgeries performed. Afterward, a male colleague told her that he couldn't imagine a male board member doing that.

In the eds, we heard that women often raised questions that men weren't asking, focusing on admissions, tuition and financial aid, and that women more than men worked to improve the environment for all students by improving student services and safety. Women also reacted more strongly to student suicides.

In our sample, only eds boards considered sports-related issues, and a number of interviewees said that women and men have different perspectives on athletics. We also heard of some women's unsuccessful efforts to change fraternities and reduce campus expansion plans. Women took responsibility for

reminding boards about the diversity implications of various issues and decisions and had significant impact on increasing diversity, not only on the boards but also within the institutions. In meds, women mentioned that, in dealing with layoffs, they cared more than male colleagues how information was communicated to employees.

A few interviewees said that diversity produces better decisions. Others in both eds and meds mentioned that women change board dynamics. Some thought women had more impact on the *process* of decision-making than on the *outcomes* – by improving governance, creating more collaborative cultures and opening committee meetings to all board members, for example. To the degree that women occupied leadership positions – as CEOs/presidents, board chairs, or committee chairs – it was easier to wield that kind of influence. Indeed, some women were brought in as leaders with an expectation that they would propel needed changes, as we will discuss.

Some interviewees noted differences in the ways men and women generally approached decision-making. They saw women as wanting to consider and discuss all possible alternatives and not rush to a conclusion, also being more concerned about mitigating risk. A related observation about differences in men’s and women’s styles was that men often seek the good-enough option, while women want to compare all possibilities. We heard that women scan and incorporate more of the environment as they make up their minds, while men tend to approach issues directly, head-on. Sometimes this style difference caused male impatience with women asking a lot of questions and taking more time to make decisions.

Ultimately almost all interviewees thought diversity adds value. When we asked them about their own contributions and those of other women and urged them to describe differences in ways that women and men be-

haved or approached different issues, the overwhelming majority gave examples of how having women at the table mattered. When we posed the direct question of whether the gender composition of the board matters, only 2 (women), both on meds boards, said, “No, it doesn’t.” (We did not ask that direct question of 5 people because of time limitations.) A related question about whether the presence of women and other diversity can increase the institution’s effectiveness in serving consumers (patients/students) drew 48 positive responses.

Some interviewees advanced other arguments for diversity. A considerable number – 11 in the eds and 4 in the meds – said that a board should reflect society. A couple in both categories also thought the board should model inclusivity. But the most common reasons given related to the positive impact of gender diversity inside the boardroom.

Women’s Under-representation on These Boards

Some European countries, such as Norway, Spain and Germany, have addressed women’s under-representation on boards by legislating quotas, typically at least 30% to 40%.¹³ While such laws have focused on for-profit companies, the goal of 30% can provide a minimal benchmark for the nonprofit sector as well. In fact, when we asked interviewees whether the number or percentage of women board members mattered, they tended to talk in terms of percentages. Most often they named 30% or a third as a “critical mass,” a “tipping point” or the minimum of women they thought advisable.

Most boards in our sample fell short of that goal. Barely more than a third of our institutions had filled as many as 30% of their seats with women, while in almost two-thirds of our sample, women constituted less than 30%. (See Figure 1, p 12.)

Figure 1. Governing boards by levels of women’s representation

Seats women hold	Eds	Hospitals	Health Systems	Totals
30% or more	13	4	4	21 (37%)
20%-29%	9	8	7	24 (42%)
Up to 19%	7	0	5	12 (21%)
Totals	29 (51%)	12 (21%)	16 (28%)	57 (100%)

As Figure 1 shows, 37% of our boards had at least 30% female members; 42% had 20% to 29% women; and 21% had less than 20% women.

For all institutions, the *mean* percentage of women on the boards was 28%: on the eds boards it was 28% and on the meds boards 27%. (Within the meds, only one percentage point differentiated hospitals from health systems.) The *median* percentage of women for all institutions was also 28%. The *median* percentage of women on the eds boards was 29% and on the meds boards 27% (28% in hospitals and 27% in health systems). On the high end, women held more than half the seats on 5 boards. At the low end, women accounted for 15% or less of the membership on 4 boards.

A word about board size. Nonprofit boards, as we’ve said, are frequently much larger than for-profit boards; but within the non-profit sector, boards vary greatly in size. Our sample exemplified this, including boards ranging in size from 7 to 95 members.

We divided the boards into 3 sizes. Whereas most for-profit boards have fewer than a dozen board members:

- Our 7 small boards had fewer than 15 seats.
- Our 25 mid-size boards had from 15 members to 30 members.
- Our 25 large boards had more than 30 members, 4 having 60 or more members. (See Figure 2.)

The people we interviewed had served widely varying lengths of time, from 1 to 20 years or more on their boards. During their periods of service, our respondents taken together reported that the number of women serving on their boards had risen from 368 to 513. While the majority of our participants witnessed some increase in the number of seats that women occupied during their term of service, about a third of them (9 meds and 11 eds) reported no change in women’s representation.

On the positive side, 10 boards in our survey managed to add 5 or more women during our respondents’ terms of service. Admittedly, 6 of those 10 unusual successes occurred on large boards ranging from 38 to 75 members, so the addition of 5 women may not have produced dramatic impacts. The other 4 of those boards were comprised of 21 to 30 seats. In those mid-size boards, the switch of

Figure 2. Eds and meds boards by size

Size of Board	Eds	Meds	Totals
Big (31 seats or larger)	21	4	25 (44%)
Mid-size (15-30 seats)	6	19	25 (44%)
Small (under 15 seats)	2	5	7 (12%)
Totals	29 (51%)	28 (49%)	57 (100%)

5 seats from male to female could change board dynamics substantially.

How Women Gain Seats on Meds/Eds Boards

A study by BoardSource, called *Leading with Intent 2017*, found that, “Despite reporting high levels of dissatisfaction with current board demographics — particularly racial and ethnic diversity — boards are not prioritizing demographics in their recruitment practices.”¹⁴

We wanted to understand the process that boards employ to fill their ranks and how that process might relate to diversity. So we asked respondents to describe how most board members are recruited and nominated. Describing how boards find most board members:

- Twenty cited the nominating/governance committee.
- Thirteen pointed to the CEO, assisted by the vice president for fundraising.
- Many respondents said leaders typically canvassed individual board members asking them to identify candidates from their own social and professional networks.
- Only 5, all in healthcare, said their board used search firms. No higher-education institution in our sample had employed a search firm to identify board nominees.

We also asked our female board members how they came to hold their seats. Search firms identified 4 of our female health-care trustees, noteworthy because of such limited reliance on search firms.

A dozen interviewees knew that a friend, a family member, a neighbor, professional colleague or a fellow board member from another

organization had recommended them. Several women openly speculated that their prior social ties with friends, family or colleagues were important in assuring the nominators that they would conduct themselves professionally, that they would “fit in” and not disrupt board discussions. One woman of color explained that the CEO of the health system had recommended her for his board because, “I’m a palatable choice, a known entity, not a renegade who is likely to cause dissension.”

“I’m a palatable choice, a known entity, not a renegade who is likely to cause dissension.”
(Female Board Member)

In two cases, the board first approached a man, who, in turn, referred his wife – who is also exceptionally qualified.

Nine women automatically occupied board seats as a result of their role as CEO of the institution. In choosing a female CEO, those boards were also choosing to increase female representation on their boards.

Fifteen university boards recruited women who had previously served as active alumnae or members of advisory committees for academic programs. Alumni/ae bodies represent a valuable pool of candidates to tap. A number of the higher ed boards we investigated rely on the leaders of alumni/ae organizations to suggest candidates for a specified number of board seats. Other universities poll the entire alumni/ae population, asking former students to select from a list of fellow alums, a list that typically includes female candidates. Such a voting procedure helps increase board diversity. As one respondent explained, “Most of the diversity represented on our board comes from the alumni/ae trustee category. That’s because alums are mostly liberal and habitually vote for women and minority candidates in the election process.”

The kind of internal pipeline available to educational institutions seemed rare in health institutions. Only one of our healthcare trustees

had risen to a board seat from a prior institutional committee. One healthcare respondent reported that her hospital board occasionally recruits members of its own fundraising board to the governing board. Another health system CEO said she used a hospital board within the system as a source of diverse board candidates for the system-wide board.

Besides introducing diversity, the reliance on an alumni/ae pipeline has another interesting effect on the composition of university boards: it guarantees that consumer viewpoints (that is, the perspectives of one-time students) will be represented in board discussions and decisions, though many of those consumers may not be in tune with today's students. By comparison, the healthcare boards in our sample seldom recruited former patients. (In one rare instance, a board invited a hospital patient who had given a major donation.) Healthcare boards are more likely to include hospital administrators, physicians or nurses, so that boards rely more on the knowledge and perspectives of health providers than they do on the views of former patients.

When we asked participants what qualifications their boards considered important, they most frequently mentioned professional skills, experience and expertise. Nine identified these 3 as the only important qualifications, while 27 others combined professional skills and experience with other important qualifications, like a strong community or business profile (5), the ability to work in a collegial fashion (5), or financial capacity (7). Considerably fewer – only 13 – respondents mentioned the importance of connections to people in business or the community as a board qualification, most often in combination with other qualifications.

Twelve respondents said their board explicitly sought diversity. In almost all cases, they cited expertise/skills/experience as the main qualification, then added diversity as a secondary factor. One additional respondent said

her board sought diversity in combination with a public profile in business or community affairs. No respondent told us that diversity alone would qualify someone for a board. In fact, more than one said it would be a serious mistake to add a board member whose only qualification was gender, race or ethnicity.

The most emphatic statement of that principle came from a female member of a health system board: "I would never vote to add a woman to the board who is less qualified than other candidates, just because she's a woman. Boards should never put the diversity goal above other requirements for board service." Five participants reported that they knew they were chosen explicitly to increase board diversity – either by race or by gender. Rather than expressing discomfort when identifying themselves as "diversity" additions to the board, those women saw it as a positive sign that their institution was actively pursuing inclusion.

Financial Expectations of Board Candidates

One big difference between nonprofit and for-profit boards is in remuneration. For-profit boards pay members to participate, whereas nonprofits rarely do – and nonprofit boards usually solicit financial contributions from board members. So we were particularly interested in the weight that board recruiters placed on financial capacity. As we mentioned in discussing recruitment, some interviewees identified financial capacity as a "qualification," and some mentioned acquiring candidate names from development staff who have detailed knowledge about individuals' financial capacity. When we asked directly whether our respondents' boards required financial contributions and whether specific dollar amounts were required, participants offered a variety of responses. (See Figure 3, p. 15.)

Respondents from only 11 institutions report-

Figure 3. Institutions' expectations for board member donations

Expectation	Eds	Hospitals	Health Systems	Totals
Standard minimum donation expected	6	1	4	11 (19%)
Giving important but exceptions are made	8	5	0	13 (23%)
Important to give up to your capacity	5	2	0	7 (12%)
Everyone gives but no specific amount	9	3	7	19 (33%)
Giving is not important	1	1	5	7 (12%)
Totals	29 (51%)	12 (21%)	16 (28%)	57 (100%)

ed their institution expected every board member to contribute a specified dollar amount. More than a dozen other interviewees said their board was willing to grant exceptions to the giving requirement for board members who brought other qualities to the board, or for board members who found themselves in temporary financial straits. One female trustee acknowledged that, when she was going through a divorce, she called the university president to explain why she could not afford her normal \$10,000 contribution, and he readily accepted her explanation. The fact that exceptions are made, however, means the general rule is an expected contribution level. Even the respondents whose boards required no specific dollar amounts knew their boards had definite expectations – either that members contribute up to their capacity (12% of boards), or that everyone must make contributions with no specific amount designated (33%). Only 12% said giving is not important.

One factor that might explain why some governing boards make less burdensome financial demands than others is that those institutions have established separate fundraising boards. We found this practice more common among meds than eds. Only one university in our sample has a fundraising board. As it happens, that particular institution is represented twice in our sample because we interviewed 2 trustees who served during different time periods. (See Figure 4, p. 16.)

Relying on separate boards for fundraising can enable governing boards to emphasize

other qualifications than financial capacity when selecting members. One highly experienced respondent, who had served as both the governing board chair and CEO of a major state-wide health system, highlighted the liberating effect of the system's bifurcated board structure. When asked whether giving capacity was important in selecting members of the governing board, he pushed back emphatically:

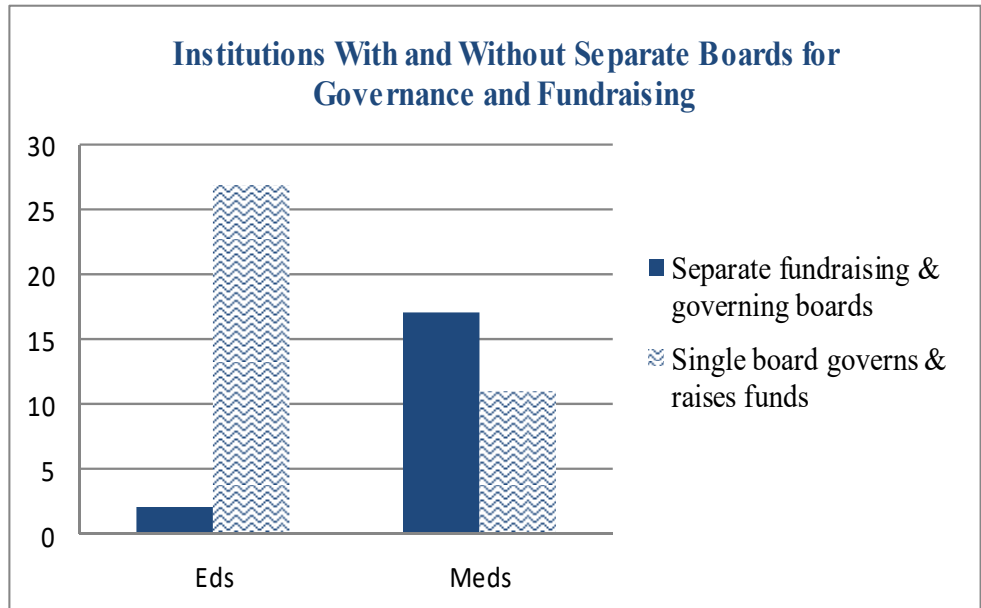
Giving capacity is not even considered. This is a \$7 billion corporation, and the primary duty of board members is fiduciary. Oversight of this large, complicated organization requires a board selected for its sophistication and experience, not for personal wealth. I cannot remember ever having any conversations in the board room about fundraising.

When some other trustees said their board engages in little or no discussion of a candidate's financial means, they might be discounting the important role that their institution's fundraising staff plays in identifying candidates for consideration. When the development office pre-screens candidates for financial capacity, trustee committees don't need to discuss that qualification, making it easy for board members to ignore its importance in the process.

Barriers to Increasing the Number of Female Board Members

As in the for-profit world, participants' reasons for the under-representation of women

Figure 4. Institutions with and without separate boards for governance and fundraising



fall into two categories:

- A supply problem (i.e. qualified women are hard to find).
- A demand problem (i.e. boards aren't seriously seeking women).

Those who focus on the supply side favor measures to get more women in the pipeline, to help women balance work/family issues, and to train women to secure board seats and to understand how boards operate. Those who focus on the demand side believe boards must actively seek potential female candidates and do something different to produce different results.

Supply-side barriers

On the supply side, we heard that talented women are in greater demand than men and can be more selective in their choice of boards. A female med CEO said a lot of women have turned down her board. We also heard that women experience more time pressure and family demands than men and may thus be less willing to take on further obligations; and that women already carry more volunteer responsibilities in their communities, making them unavailable for additional

unpaid service. Women also reported that male board members think women are being recruited for for-profit boards that pay, so women are likely to choose them instead of nonprofits.

A number of people commented that it is difficult to find women and minorities with high levels of experience and sophistication (particularly in the meds) who haven't already joined other boards, leaving a limited pool of people who get asked by multiple boards. Since skills and experience matter enormously in filling board seats, one might assume that those charged with recruiting new members would look to the boards of other major meds and eds to identify candidates to fill their own ranks. Yet the boards in our sample showed no partiality for candidates who held seats on other large eds or meds boards. Twenty-four participants had never served on any similar health or higher education board, although many had held seats on one or more for-profit boards. Another 21 had only ever served on one other ed or med board. Nine had served on 2 other such boards during their lifetimes, while one had served on 3.

In short, these institutions do *not* favor the pattern of overlapping directorships so common among for-profit companies, where many seem to prefer candidates who have been vetted by another board.¹⁵ An important reason for this difference is the virtually universal expectation that nonprofit trustees treat their board as their primary charity. This situation discourages boards from poaching each other's members. Even if an individual may be willing to serve on multiple boards, the prospect of dividing a donor's loyalty is unattractive to most institutions, except in the case of extremely wealthy individuals. Also, from the perspective of the board candidate, serving on multiple nonprofit boards can be a financial drain, whereas serving on multiple for-profit boards is financially rewarding.

The limited amount of overlap among governing bodies of major nonprofit corporations may slow the pace of change in board practices – not only with respect to diversity but also with other governance reforms. Researchers studying for-profit corporations have found that sharing directors can yield benefits to the companies involved because overlapping board members carry successful practices from one board to another. Furthermore, they found that directors who move from board to board bring knowledge and experience that ease their assimilation into the new board, so they quickly become full participants.¹⁶ The downside of overlapping boards, however, is that they can tend to perpetuate the old boys' network and reduce diversity of thought.

Seventeen respondents thought that relying heavily on credentials suggested by professional titles can limit board diversity because comparatively few women and people of color make it into the C-Suites of major companies or into professional firm management. In effect they were saying that women's underrepresentation in corporate leadership reduces women's access to other leadership opportunities.

That idea of a cascade effect came up in our interviews with several health trustees, who cited the need for specific experiences and skills that could help their institution meet the intense competitive pressures and structural changes facing their industry. For example, one reported her board's current preference for people with experience in commercializing technological innovations. That preference for specific technological experience, she observed, would probably work against adding a woman to the board:

Look at how males dominate in tech start-ups. That's because acquiring the capital for tech start-ups involves who you know. Men provide financing to other men. There's a cascade in which representation follows experience, which follows opportunities to gain experience.

One female med director, whose board seeks specific skills and professional experience, stated clearly what some others suggested less directly: a sense that actively pursuing gender diversity could be at odds with pursuing excellence, again raising the notion that qualified women are in short supply. She said her board won't "accelerate the quest for diversity and compromise on candidates."

In contrast to the meds, competition and changing market conditions did not figure heavily in our interviews with eds trustees, but we received comments about the need for understanding the "business" of higher education and concern that expertise in academic administration is missing in many university boardrooms. The need for such expertise can hardly explain the dearth of women, since women are in much larger supply in the educational world than in the corporate C-Suite. But women's substantial experience in higher education does not seem to have helped women join the eds boards in large numbers nor to have barred men who lack such credentials. One ed board leader suggested boards really want people with financial ex-

pertise most of all and care less about either educational or health credentials.

We particularly wanted to explore whether financial capacity, rather than financial expertise, affects the recruitment of female and minority board members. One interviewee said: “Boards are using seats as currency. They’re buying the support (usually financial) of backers by offering board seats.” And it does appear that giving capacity – or perceived capacity – strongly influences the composition of many of these boards and tends to limit the number of women.

Seven respondents said women are assumed to control less wealth than men. One hospital CEO remarked, “It’s the perception of who’s writing the check,” but added optimistically that, as more women succeed professionally in long careers, the perception will change that men write all the checks. Though it may be a common assumption that men, especially in high-net-worth families, are more likely than women to make philanthropic contributions, research at Indiana University’s Lilly Family School of Philanthropy has shown that assumption to be false. Comparing men and women in long-term research on women’s charitable giving, they found that, as women’s incomes rise, women become more likely than their male counterparts to donate to charity. Furthermore, they found that high-net-worth single women and single men do not significantly differ in their incidence or amount of giving.¹⁷ For high-net-worth married couples, they showed that women participate in nearly 90% of household giving decisions, either as sole or joint decision makers.¹⁸ Interestingly, this same research group suggested that a significant share of female donors dislike the publicity surrounding ma-

“Boards are using seats as currency. They’re buying the support (usually financial) of backers by offering board seats.”
(Female Board Member)

nor gifts and prefer to remain anonymous. That tendency may contribute to the underestimation of women’s philanthropic activity.¹⁹

In some cases, women were invited to join boards because of their known ability to make significant financial contributions. Though only one respondent told us she owed her board seat to financial contributions to the institution, a male college president told of inviting the widow of the former board chair to join the board largely because she inherited his wealth. And a female ed trustee said her board added 2 or 3 new women because of their wealth and giving capacity. In addition, one woman told of the board turning down her recommendation of an academic woman of color because she did not have a lot of money, and others spoke of choices that bypassed qualified women for men with greater financial capacity.

Even where board leaders have been willing to forego generally-expected dollar contributions from board candidates who bring other characteristics like diversity or community and political connections, interviewees cautioned that exceptions were made only for a limited number of seats – because every exception reduces overall board donations to the institution. The practice of granting such exceptions may well result in a few diversity appointments, but it cannot produce major transformations.

Barriers or excuses?

The October 2018 issue of *NPQ: Nonprofit Quarterly* included an article with the ironic title, “10 Reasons Why Boards Should Not Include Women.” The article listed the “ten worst reasons cited to maintain male domination” of for-profit company boards, based on a survey by an English government commis-

sion about the lack of women on boards.

1. I don't think women fit comfortably into the board environment.
2. There aren't that many women with the right credentials and depth of experience to sit on the board—the issues covered are extremely complex.
3. Most women don't want the hassle or pressure of sitting on a board.
4. Shareholders just aren't interested in the make-up of the board, so why should we be?
5. My other board colleagues wouldn't want to appoint a woman on our board.
6. All the 'good' women have already been snapped up.
7. We have one woman already on the board, so we are done—it is someone else's turn.
8. There aren't any vacancies at the moment—if there were, I would think about appointing a woman.
9. We need to build the pipeline from the bottom—there just aren't enough senior women in this sector.
10. I can't just appoint a woman because I want to.²⁰

The article's conclusion suggested that this list from the corporate sector is relevant for the nonprofit sector in light of recent data on the gender gap in salary and in board membership in the richest nonprofits. Indeed, almost half the reasons given for a lack of for-profit board diversity are similar to the supply-side explanations we heard from our nonprofit board interviewees. A BBC news report referenced in the article actually called them "10 worst excuses."²¹

Demand-side barriers

Even though work on the supply side must continue in order to expand the pool of professional women with C-Suite experience, focusing on supply-side barriers may provide "excuses." Numerous interviewees were skeptical about the supply-side arguments, believing qualified women are readily available unless boards look only for CEOs. They assert that many qualified women have substantial experience, even if they have not been CEOs. [Author's comment: Clearly, not all the men on these boards have been CEOs.] A woman med member said, "The card of 'there aren't capable women' is overplayed." She said she is a member of Women Corporate Directors and knows numerous

"The card of 'there aren't capable women' is overplayed."
(Female Board Member)

capable women. On the same subject, a female med executive pointed out that, since women lead many metropolitan meds, one would think that more women would hold board positions. And, as to qualifying by becoming a major donor, one female interviewee indicated that women who give significant money receive offers for seats on women's organizations' boards, suggesting that eds and meds could also find more eligible female candidates.

Those skeptical about supply-side explanations emphasized board practices that actually limit the demand for qualified women. Most of these demand-side barriers (other than an emphasis on giving capacity) are similar to those identified in research and writing about the underrepresentation of women on United States public company boards. A recent book chapter titled "Why Are There So Few Women on Boards?" concluded that the main reasons for the lack of women are "unconscious bias, stereotypes, 'good ol' boy' networks and the 'mirror effect' [boards appointing directors who look just like them]."²²

Seventeen respondents said that a major barrier to board diversity is the reliance on social networks of current board members to recruit new members. This is a well-known complaint among critics of board governance.²³ When boards recruit from within their own social network, or ask their friends for suggestions, they are replicating the current social composition. Numerous participants lamented women's absence from social networks that could propel them into board seats. One male leader thought his male colleagues don't encounter strong women, citing the demographics of his age group when they were in law school.

The clearest statement came from the female CEO of a major metropolitan hospital:

Women often are not in the kind of social or professional networks that get them noticed and suggested for board membership. My own view is that women need to be networking more with men than networking with women. That's how women will get noticed.

Another woman agreed: "It doesn't matter who you know; it matters who knows you." She also believes women need to "hang out with men." A female trustee said: "Men don't know women, and men look to who they know and think, 'what I don't know doesn't exist.'" A female med board member who had been a high-level executive with a long business career told of meeting a prominent businessman and board member who said, "I can't believe I didn't know you," and, "We should get you on [x] board."

Other interviewees spoke of unconscious bias. One female med board member explained: "At least 70% of all people in this culture have a white male bias. That includes women, who are biased to favor men when they envision the kind of person who fits into this role." A female college president talked

about unconscious bias applying not only to recruiting trustees but also to recruiting female faculty and faculty of color. She pointed out that, when people make lists, they include people who look like them, and that board committees think of people who make them comfortable, people they have gotten to know through business connections. Or, as a med board member said, when board members recommend candidates, they "perpetuate sameness."

As we mentioned, at least 2 of our female board members were suggested by their husbands, who were first approached to join 2 eds boards. Both of these women are highly accomplished and credible board members. One even ended up chairing her ed board. But recruiters would probably not have recognized those qualifications without the husbands' prompting.

Several interviewees echoed the common concept that workplaces treat women and people of color differently or hold them to higher standards than white males. One female med board leader said that a woman friend who is CEO of her company is not on a board, which is puzzling, since men like her friend don't seem to have to strive to get on boards, while women are often advised to take board-training courses before they can expect to be nominated for a board seat. Or, as another female med board member said, the professional women on her board are "more credentialed than the men."

Although only a small number (7) of respondents reported their boards take pains to preserve their social harmony, it is possible that such inclinations work against diversity. Consider this observation about a med board:

Men are becoming shell-shocked by the growing claims of discrimination being voiced by other groups in society. They see the boardroom as a place where they need support from fellow mem-

bers. They are accustomed to having that support automatically from other board members. They hesitate to bring in other groups and voices that might not be supportive.

That comment emphasizes the extent to which the culture of some boards stresses harmony, agreement and cordiality as high values. And some men may fear that diversity could undermine that harmony.

Barriers to Increasing the Number of Board Members of Color

When we launched this study, we wanted to be sure to have racial diversity among the people we interviewed. We wanted not only to have diversity of viewpoints but also to include questions about racial diversity. We are aware that women of color face barriers white women don't face. Generally, they rank last – after white men, white women and men of color – in terms of salary, climbing the career ladder and presence on corporate boards.²⁴ In our group of boards, women of color are:

- A smaller portion (5%) of board members than men of color (10%).
- Only 34% of all directors of color.
- Only 18% of female board members.

Since our study focuses on gender diversity, and since we have not gathered enough information to say a great deal about the subject of racial diversity, we comment on only a few themes we heard from interviewees and highlight some comments from the women of color themselves. Often, even before we asked about race, white interviewees told us that achieving racial diversity was much more challenging than gender diversity.

An African-American woman thought one barrier limiting the number of people of color was an assumption about the capacity to make financial contributions and some con-

jectures about background and education. An obvious contributor to the difficulty of recruiting directors of color is the ubiquitous reliance on social networks to identify new members. The social separation between racial and ethnic groups in so many organizations and community settings undoubtedly limits the pool of qualified candidates of color that white board members even know. It seemed telling to us that, of the 4 institutions in our study that lacked any board members of color, 3 are located in the same metropolitan area.

The 2 racial categories mentioned most were African-Americans and Hispanics, with a number of comments that recruiting Hispanics was harder than recruiting African-Americans, even in areas where Hispanics comprise a greater portion of the population. The reasons given for challenges to finding people of color echo some of the reasons given for the challenges to finding women:

- The pool of qualified minority candidates is small.
- The individuals are in great demand/ everyone wants them.
- Younger people of color haven't gotten far enough through the pipeline and don't have available time anyway.
- White board members do not know people of different races.
- The problem of giving capacity limits the number of individuals.

A few respondents asserted that boards do not consciously exclude people of color. One hospital CEO kept searching for professionals of color new to the community: "I'm currently hoping to recruit an African-American man who is brand new in the city, and therefore might be willing to join us."

Though we interviewed several Asian-American board members, neither they nor our other interviewees specifically mentioned

either the under-representation of Asian-Americans or difficulty finding such board members. This is notable because studies show that they, like the other groups, are significantly under-represented on for-profit and nonprofit boards.²⁵

None of the women of color who commented on racial issues affecting their service felt their board treated them differently from white women once they were serving. Yet some of their comments suggested that moving beyond token representation is as important an issue for racial diversity as for gender diversity. One woman said it helped that another woman of color joined the board when she did. Another interviewee commented that the only 2 men of color did not stay long on her board and that

“The diversity issues are the same with race as with gender.”
(African-American Female Board Member)

the board has far to go to achieve greater diversity both on the board and in senior leadership.

Most interviewees believe racial/ethnic diversity is important for the same reasons that gender diversity is important. As one African-American woman said: “The diversity issues are the same with race as with gender; the issues that impact us [as African-American women] are different [from white women] and, if we are not represented, our issues aren’t represented.” Several interviewees gave examples of their boards benefiting from the viewpoints of African-American men and women who raised issues,

or would not let issues die, as those issues would otherwise have done – such as incidents involving people of color on campus or racial differences in healthcare issues.

DIVERSITY AND INCLUSION

In recent years, workplace initiatives/ departments have used the language “diversity *and* inclusion.” Bringing new colleagues to the table does not automatically accord them full participation or recognition. So we sought to discover not only what stands in the way of women joining boards but also what they experience as board members and what board characteristics might affect that experience.

We asked specifically about how boards treated these women. Simply recruiting women to serve on boards does not mean allowing them to succeed or contribute fully – or that they will stay. In fact, a number of interviewees talked about leaving boards where they did not feel valued, or watching the departure of other such women. One said women sometimes felt like “window dressing” and another that she was “trotted out” to show that women held seats on the board.

Some women contrasted positive treatment on an ed or med board with less satisfactory experiences on corporate boards or in the workplace. However, other female directors experienced ed or med board practices that reduced their capacity to contribute: not receiving critical leadership positions or committee assignments, but instead receiving assignments to traditional female roles such as board secretary or member of the quality or other “soft” committees rather than the finance committee, despite their credentials. Some reported making active efforts to get on key committees. One, with expertise in compensation, had to ask to be on the comp committee. One female CEO had to remind the men to form more diverse committees, as they always picked men for their committees first. Before one woman became the board chair, members debated whether a woman should chair the board. On some boards with a significant presence of women, no woman chaired *any* committee.

Being left out of unofficial interactions also limited the contributions of some women. They alluded to discussions taking place among men outside the boardroom. One mentioned realizing that most of the men played golf with the new male CEO and invited him to their golf clubs. Even in the board room, a woman noticed that a man entering the room might shake every man’s hand but no woman’s hand.

One female college president often worried that her presence at board meetings put men on better behavior than they might display otherwise. She feared that, under the surface, men still believe strongly in male privilege, prompting a good many side-bar conversations that exclude women.

Communication Styles: How and How Much Women and Men Talk

Although we never directly asked about communication, that subject was clearly on the minds of our respondents – which is not surprising, since much has been written on the subject of differences in how and under what circumstances men and women communicate. In 1988, the *National Society for Fundraising Executives (NSFRE) Journal* carried an article about “women’s language,” referencing one of the “earliest and best studies in the field... *Language and Women’s Place* by Robin Lakoff (Octagon Books, 1976).”²⁶ Almost 40 years and many studies later, *The Silent Sex: Gender, Deliberation, and Institutions* focused on the same issue.²⁷

In early 2019 the *New York Times* published a long letter, “A Woman’s Plea: Let’s Raise Our Voices,” decrying the disproportionate share of letters submitted by men.²⁸ The topic presents a current example of women not talking as much as men or at least not being heard as much. We learned in our interviews that nonprofit boardrooms do not produce different patterns than other venues. We

sought clues to explain these patterns and suggest individual and institutional ways of overcoming them.

A few interviewees said they saw no difference in the participation by women and men on their boards. Some women expressed confidence that men respected and therefore listened to them. Some acknowledged variations among their male board colleagues, some of whom appeared quieter, or disengaged, while others monopolized much more air time. But, in both sectors, many interviewees also mentioned challenges women faced in being heard, because men generally not only talked more but also interrupted and overrode others more often.

Some attributed that behavior mainly to older men who did not take women seriously, while younger men behaved differently. One said that older, more traditional, men made statements from “on high,” sometimes repeating the same things a woman had previously said. One said that she observed men interrupting women, particularly in discussions of important matters. When talking about issues seen as traditionally male – finance and sports – another woman explained, women were not taken seriously. Another said that men were dismissive when women spoke, as happened in her workplace. One woman recalled an incident when a board chair actually pressed her wrist to stop her from continuing a report he thought was taking too much time, something he had never done with a man.

Among those who recognized the challenge of making themselves heard, female board members reacted in different ways. An African-American woman with strong credentials described what happened to her on an ed board when she talked and no one listened and she felt she was “being patted on the head.” She withdrew from discussions and did not talk enough. She had served on another college board with a different environment and described behaving differently on that

one – continuing to engage and express her views. She believes her negative treatment concerned her gender, not her race. A white woman, generally a leader on other boards and in her work life, also said she had withdrawn from discussions when she did not feel she was having any impact.

The author of the 1988 NSFRE article on women’s language said her research showed that most men are not aware that they interrupt and appear to be “less offended by interruption than are women.” She noted that men also seem to be interrupted less frequently than women. She also quoted a 1978 study of men interrupting women that found that “when women are interrupted, 96% of the time they move toward silence.”²⁹ Our board examples show this phenomenon, though the percentage of time women become silent may not be the same.

Many women who said they were active and outspoken board participants had made conscious efforts to succeed. A number said they had learned the necessity and techniques for being recognized and included in meetings even before joining boards, through their experience as distinct minorities in law firms, financial firms or other similar situations. They had honed communication skills and therefore knew how to speak up. One of these women reported inserting herself into discussions and “refusing to be ignored or talked down to.”

One woman thought that attending a girls’ school and women’s college had trained her to speak up and not be afraid. In contrast, another woman revealed that despite her career as a prominent attorney and experience at a women’s college, she quieted her voice on a large board where she did not believe she was having an impact. We also heard that African-American women, having figured out how to deal with both gender and race discrimination, are sometimes more willing to speak up, though sometimes white men may be uncomfortable dealing with them. On the other

hand, 2 African-American women reported shutting down after feeling that no one was listening to them.

Some interviewees pointed out that women are often the “newbies” on the med boards and attributed the women’s relative quiet to healthcare being a complicated business that takes time to understand and feel knowledgeable enough to comment. One woman with almost a decade of service on a health system board explained, “It takes a long time for board members like me to develop enough knowledge or familiarity to feel comfortable taking a position. It took me 2 years to start feeling like I understood the issues. Even after 9 years, I’m still ‘new’ to some issues.” A hospital CEO in our sample reported that, in her experience, only female trustees hesitated to speak without full knowledge of the issues under discussion. She had not observed such hesitancy among male board members:

“Men are likely to say anything that comes into their heads about the topic at hand. Women worry more about whether their comments will add value to the discussion.”
(Female Hospital CEO)

Men are likely to say anything that comes into their heads about the topic at hand. Women worry more about whether their comments will add value to the discussion. I am sometimes amazed at men’s casual attitudes about important institutional discussions. I’ve watched them slumped back in their chairs while they talk, or eating handfuls of snacks while they offer rambling comments without even knowing where they’re headed.

We heard no comments citing the complexity of higher education issues as a factor limiting women’s participation in board discussion. But several board leaders – women and men – who commented on women holding back

and being more reticent to speak – also commented on women listening more and being more attentive to others. They contrasted this behavior with men sometimes talking when they had not seriously considered the issues about which they were speaking.

Michelle Obama offers an explanation for this phenomenon, describing her experience in Princeton classrooms where “conversation was dominated by male students.” She reports overcoming her feeling of intimidation by realizing the men “were simply emboldened, floating on an ancient tide of superiority, buoyed by the fact that history had never told them anything different.”³⁰ One interviewee, who had taught Sunday School, commented that the pattern of women talking less begins early, in classrooms where girls don’t answer unless they are sure of the answer, while boys answer and say anything.

Interviewees pointed to a number of factors that might explain why some women are more reticent than others. They mentioned:

- Generational differences, with young women more likely to jump right in and speak up.
- Personality differences that affect how much individual women and men spoke up in meetings or used their influence behind the scene.
- A difference in confidence levels between women with careers in fields such as law, medicine or business compared with women who are philanthropists or community volunteers or have wealthy husbands.

However, some interviewees gave surprising examples of high-profile, generally outspoken women, who were relatively silent on

these boards. A memorable example was a woman who was a high-level public official in elected office.

Some of our interviewees – of both genders – expressed frustration that women talk less than men, even as our respondents told us they, themselves, also talked less than they would have liked. One female CEO, bothered by the relative silence of some of her female board colleagues, mentioned that she realized she exhibited similar behavior herself on a corporate board with few women. Another female CEO identified with quieter women as she recalled male mentors advising her to speak up more.

We heard a few reports that departed from this pattern. A few interviewees thought that women were more willing than men to challenge majority viewpoints in the boardroom. They speculated that men were more often concerned about hurting someone's feelings, in part because they all knew one another, and that women were more used to being in a minority so did not feel a need to go along with the male majority. On one ed board, an interviewee said that other board members neither expected nor liked the outspokenness of a particularly forward-thinking woman. Related to this, on a board with a low percentage of women, an interviewee said that she and another female member have strong personalities and will not sit quietly. She suspected that, as strong-willed women, they "may exert more influence than they should." When asked whether she had received any feedback to that effect, she said, "No."

More unexpected, and mentioned by only a couple of interviewees, was the notion that women might talk too much and thus undercut their influence. These comments related to boards with close to 50% women, most of whom were high-powered leaders.

The many comments we heard about how much women spoke compared to men, and how much they should speak, raise questions

about who sets the norms for communication. Where do people get their notions about how and how much men or women should speak and how much influence they should wield? Certainly, in any group where women are significantly in the minority, their voices are heard less than men's, even if most speak up.

One might theorize that when a few strong women speak out, particularly on a board with many more men than women, the other board members may take particular note simply because they are unaccustomed to hearing female voices and think these particular women are too outspoken. On boards with a high percentage of women, on the other hand, reactions that women may talk too much could reflect how unusual it is to have enough women's voices to take up a lot of air time. Does the effect of past experience with hearing more men's voices render the experience of hearing so many women's voices feel peculiar and somehow out of order?

The whole topic of norms and whether women speak too much or too little recalls an article that appeared in 1987 in a Center for Creative Leadership publication identifying a "narrow band of acceptable behavior" for women in the corporate world in contrast to a broader range for men. The article suggested women needed to be seen as neither too stereotypically feminine nor too masculine, whereas men were permitted wider latitude to deviate from some ideal mid-point between the extremes of masculinity and femininity. As to women, "their mission was to do what wasn't expected of them, while doing enough of what *was* expected of them as women to gain acceptance."³¹ It seems that perceptions about how and how much women should speak may also reflect some different people's notions of a narrow band of acceptable behavior.

Women's Participation and Gender Ratios

Because of prior research and writing about

for-profit boards, we asked whether it mattered how many women served or what percentage of seats women occupied. Without our mentioning particular studies, some interviewees mentioned research findings that, when a critical mass of 3 or more women serve on a board, they affect the board's environment and governance.

Most interviewees were serving on ed and med boards that were significantly bigger than the typical corporate board, on which the critical-mass research was based. Most of those for-profit boards had 9 to 12 members,³² whereas few of our interviewees served on a small board where 3 women might indeed constitute a critical mass. Only 4 of our boards had 12 members or less, and only 3 additional boards had fewer than 15. As one woman said: "Gender goes out the window when there are more than 2 women on a small, corporate board – but not on larger boards."

As mentioned earlier in this report, advocacy organizations and legislatures often use 30% as a marker for critical mass, tipping point or the minimum representation of women thought advisable. One board member contrasted her experience on corporate boards, where she was the only woman or one of 2, with her experience on her much more balanced and generally diverse university board. She believes the tipping point is probably around a third and that, in such a situation, when a woman speaks, she is "just another board member," not representing the "women's point of view." A female college president said that boards need enough gender diversity so voices are heard – and that means pushing until the board reaches 30% to 40% women. Another board member spoke about how different a board with over 40% women felt from her experience on boards with few women.

"Gender goes out the window when there are more than 2 women on a small, corporate board – but not on larger boards." (Female Board Member)

Although many interviewees believed percentages are significant, we find it impossible to compare our eds and meds boards based on critical mass or tipping point alone, because so many other variables affect women's service on boards. Despite the huge difference in board sizes, women report both positive and negative experiences at both small and large extremes. On some big boards with a relatively small percentage of women, interviewees did not see a gender problem, and on other big boards with 30% or more women, some interviewees reported gender issues. A couple of female directors from the biggest boards said they did not see any gender issues, while at the same time reporting that they were not on the executive committee; that the board was too big to make decisions; and that the full board did not hold many truly participatory discussions.

A female college president said it was important to diversify committees, where much of the work and decision-making occurs. Clearly, without a significant percentage of female directors, not all committees can be truly diverse. Even with a significant female percentage on the main board, women may not be well represented on all committees nor be asked to chair committees. On one large board, a female director said that many women chaired committees, showing the board to be more egalitarian than many organizations. On another large board, a female director reported no women committee chairs, indicating to her a sense that male members did not see women as important.

Board Culture and Inclusion

A significant presence of women and people of color is a necessary, but not sufficient, condition to insure their full participation. Beyond the numbers, boards must establish a culture of inclusion – one that offers all members, including newcomers, an opportunity to

participate, to be heard and to contribute to decisions. A male board chair we interviewed said that all boards have cultures, and over time each group establishes its culture. He emphasized how much board culture matters, determining not only how the board is populated, but also what issues come to the board and how decisions are made.

We asked how interviewees would describe their board culture, particularly whether that culture fostered collaborative or centralized decision-making.

A comment about our use of the word “collaborative.” Most interviewees used the word as we meant it: to describe a culture where important issues come before the full board and where all board members are encouraged to discuss, debate and decide those issues. That is opposed to a board where the full board is not the decision-making group and does little in the way of discussing issues. In those cases, the executive committee makes the decisions. However, a few interviewees used the word “collaborative” differently – to describe a cordial working relationship between the board and the CEO or president. In this report we continue to use the word as we intended. And we categorize boards guided not so much by whether interviewees used the word “collaborative” as by the way interviewees actually described their board functioning and their own board experience.

The continuum of described cultures ranged from highly collaborative – with all board members fully engaged in considering, deliberating and making decisions – to centralized/top-down boards – with the top executive and/or, usually, an executive committee, doing the important work.

Eleven med interviewees described what their highly collaborative cultures looked like. Their executive committees did not insist on dominating all important decisions and did not behave as an inner circle. They

described their board cultures as “transparent,” “mission driven” and having “robust” discussions. The same number of ed interviewees also characterized their boards as collaborative, using similar descriptors: “transparent,” “open,” “engaged,” “ample time for discussion” and “lively exchange of views in committee of the whole.” A female board chair of a formerly women’s college described her board culture as not “backroom” but open and transparent; not hierarchical but democratic and trying to build consensus. She acknowledged that this board culture requires “a lot of process and trying to find common ground.” She believes women prefer to work that way, reflecting the ethos of this formerly women’s college.

Fourteen meds and eds fitted, instead, in the top-down category. Members of those ed boards told us the executive committee made almost all decisions, and the board mostly ratified them; the votes were described as “perfunctory.” The board meetings were “ceremonial.” One board was described as “very chair-centric,” with a small group making decisions and the board deferring to the chair and the president. In several meds boards in the top-down category, the interviewee mentioned a strong CEO, and said all discussion took place in committees. One interviewee said committees recommend their preferred action, and the board overturns nothing and generates nothing. Another described board meetings that featured “a lot of show and tell,” in the form of committee and staff reports.

Some interviewees said their top-down cultures exclude women. An interviewee described a culture in which women are neither committee chairs nor on the executive committee, where decisions are made. Women are “not in the room.” Similarly, an interviewee said her board’s executive committee is small, makes most of the important decisions and then brings them to the board and asks if anyone objects. She describes this as “the good old boy network at its pinnacle.” A fe-

male board member described a masculine culture, full of “proud traditions” and concluded that, although the few females on the board were “very tough,” they had a hard time challenging long-held traditions because, “The old boys were used to doing it their way.”

The remaining 21 boards fall along the continuum between fully collaborative and totally top-down. Interviewees described boards where the executive committee might not make the decisions and might not run the board – but it often did most of the work, played a strong role and might join management to “presell” its preferred actions. Some of these board cultures were in the process of deliberately changing and becoming increasingly participatory but were not yet fully collaborative.

Interestingly, the particular culture prevailing within a given board seemed to bear little relationship to the numerical representation of women. When we looked at the percentage of seats held by women in the collaborative, top-down or combined cultures, we saw remarkably similar proportions. Women held 30% of the seats on the boards described as collaborative, 28% of the seats on boards with top-down cultures, and 29% of the seats on boards whose cultures were described as a blend.

“The old boys were used to doing it their way.”
(Female Board Member)

Board Culture and Size

Size matters in establishing culture. It is more difficult to foster genuine collaboration and inclusion in large boards than in small ones. Admittedly, having a small board does not guarantee inclusion, particularly if it lacks a critical mass of women. (One of the smallest boards in this study was also one that presented significant challenges to participation and, according to a female member, was not nearly as inclusive as some larger boards.) In general, however, larger boards do seem to face greater challenges to creating collaborative cultures.

Interviewees described 10 (or 40%) of the 25 biggest boards (those with more than 30 seats) as having top-down cultures. Among the remaining 32 small and mid-sized boards, interviewees described only 4 (or 13%) as top-down. That pattern of responses suggests that big boards may indeed be more likely to operate in top-down fashion than do smaller boards, which have an easier time building collaborative cultures. (See Figure 5.)

A number of interviewees regarded their large board size as an obstacle to creating collaboration and also a challenge to good governance. Some had hired outside consultants who advised shrinking their boards. Only one board we studied had been deemed too small to function effectively, and that board

Figure 5. Board cultures and sizes

Culture Type	Big Boards (31 seats or larger)	Mid-size Boards (15-30 seats)	Small Boards (under 15 seats)	Totals
Top-down	10	4	0	14 (25%)
Collaborative	8	10	4	22 (38%)
Mixed	7	11	3	21 (37%)
Totals	25 (44%)	25 (44%)	7 (12%)	57 (100%)

had started smaller than many for-profit corporate boards and subsequently added members to improve governance. Otherwise, board members we interviewed did not talk about their boards being too small. But many thought their boards were too large.

Discussions among more than 30 people rarely involve everyone and may actually discourage participation from a substantial share of members. In such large settings, respondents told us, the board agenda usually takes the form of reporting information to the body, with little deliberation. Large boards drive institutions toward a governance structure in which committees make the real decisions.

A female college president inheriting an extremely large board said it was difficult to structure a collaborative process, although one of the board's expectations when hiring her was to improve governance, especially board relations. A med director simply said the board is not a decision-making body; it is so huge it can't function collaboratively, and the executive committee makes most decisions. A male college president tried to shrink a board too large to function as "an effective governing body." One female CEO said, "When I became president, the board had over 30 members. I initiated a reorganization that took the board down to 14 members. It was a painful process because of the many long-serving members." She considered 30 members too many to hold meaningful deliberations.

One female college president contrasted her experiences of serving on different sized boards. On larger boards, where committees did all the work, she was concerned that board members might know almost nothing about various aspects of the university outside of their committees. (She also pointed out that, on those bigger boards, trustee absences are noticed less and some trustees often do not attend.) In contrast, on smaller boards trustees are sitting around a table in conversation, getting to know each other

well, thinking about board issues and more fully understanding the university. She discussed the importance of knowing and trusting other board members in order to have open and honest debates, and emphasized the challenge to creating such a trusting environment when the board is not small enough to have discussions involving everyone. Another woman, on a board that had reduced membership from a large number to mid-sized, talked about the board's sponsoring social events that enabled board members to get to know each other as a way to build trusting relationships.

Another result of size and the inability of large boards to have discussions may be that the whole board typically does not discuss diversity. A female college president said that a big board allows little time for conversations about issues of gender and race, yet she fears that people address these issues outside the boardroom, where no formal procedure or experienced chair or convener can help to balance differing opinions. A woman of color observed that, when boards are too large, the individuals around the table rarely develop adequate trust in one another to risk discussing such sensitive issues. Finally, women and trustees of color can only make a difference if boards elicit and value the differing perspectives they bring. That is hard to accomplish unless boards operate as deliberative bodies.

Examining the boards' sizes in our sample by sector reveals an important difference between the eds and meds overall. Excluding one board with over 85 members, the average/mean board size of all our boards was 29. However, for eds, the mean board size was 36, and for meds, 24. The median size of the education boards was 36, and of the healthcare boards, 20. Unlike most meds boards, eds boards often include as many as 40, 50, 60 or more seats.

Why are most higher education boards substantially larger than most healthcare boards? One reason is that alumni/ae traditionally

command substantial numbers of seats, while healthcare institutions have no parallel population. Also, religious universities may assign religious institutions the power to select a certain number of trustees. After assigning substantial blocs of seats to represent these other constituencies, board leaders typically want enough additional seats to insure they can recruit trustees with particular skill sets needed by the board and with an “outside” perspective.

A further explanation, one that relates to our discussion of financial expectations of board members, comes from Martin D. Payson, who has served on the boards of several leading universities, including Tulane and Howard. In an article in *Trusteeship* magazine he wrote:

A university board is typically larger than a corporate board because they serve different purposes, such as fundraising. Were the university board reduced to 10 to 15 people, some of those purposes would be defeated. Although some board members are much more active than others, all are fiduciaries. In theory, a smaller board would be better, but theory is different than economic re-

ality at most higher education institutions.³³

What is the optimum size for a nonprofit board? One prominent scholar of higher education has posited that about 25 members is ideal for university boards of trustees.³⁴ BoardSource’s *Leading with Intent: 2017 National Index of Nonprofit Board Practices* reports a steady decline in overall nonprofit board size over the past 20 years. Though BoardSource is not prescriptive about specific numbers, it does say that, “It is possible for a board to be either too small or too large.” The criteria for judging whether a board is too large, it says, are:

- There are too many board members to meaningfully engage in a full board conversation.
- Real deliberation and discussion on big organizational issues is being shifted to the executive committee.
- Board members are disconnected from the board’s governing role and participation is on an almost honorary basis.³⁵

Our board members echoed the BoardSource judgment.

MAKING CHANGE HAPPEN

Where Are the Stakeholders?

In the for-profit world, measurable progress in increasing women's representation on boards has occurred, to a significant extent, because stakeholders – those groups or individuals who have an interest in or may be affected by the institution – have prodded companies to make greater efforts to diversify. Advocates for diversifying company boards have based their demands on reports about the numbers publicized by news media, and books and articles about the value of board diversity. Using such data, advocacy groups have organized to encourage companies to add female directors. Probably the most visible and most successful efforts have come from governments and investors. Outside the United States, numerous governments have passed quota legislation. Yet within the United States, which has a strong aversion to quotas, only California – in fall 2018 Senate Bill 826 – has passed legislation actually mandating corporate board diversity and giving numerical requirements.

It is too early to judge the effect of such legislation in this country, but it is not too early to know that a key population of public company stakeholders has had a substantial impact on this issue in the United States – their shareholders. Institutional investors, including pension funds, investment managers, state and city treasurers, and mutual funds, have acted independently and in coalitions³⁶ to use the power of their votes (proxies) as shareholders to influence change. Individual investors have also expressed their views in an organized way through the efforts of a national organization called 2020 Women on Boards.³⁷ Though parity is still far off, measurable progress has been made.

One ed board member contrasted the corporate world, with its shareholder meetings and watchdog groups, with the nonprofit world, where those groups are absent. A med board

member said one explanation for the low number of women on the eds and meds boards is “lack of pressure to conform to today's expectations.” Unlike publicly traded companies, nonprofit institutions have no shareholders who exert pressure for change.

Since nonprofit institutions lack shareholders to hold them accountable, we were interested in knowing how board members thought about their accountability to constituencies beyond the board. So we asked them to identify the groups they regard as their important stakeholders. No more than a handful of respondents in each of our categories of institutions described their stakeholders as including broad external constituencies, such as a religious denomination, or the national community of scientists or scholars. Instead, they most often mentioned these institutions' customers and employees.

Every education trustee identified students as important stakeholders, and slightly more than half of them (16) also regarded alumni/ae as prominent stakeholders. Furthermore, almost all education trustees (26) so labeled faculty members. Among the healthcare institutions, slightly over half (18) of the board members listed patients among important stakeholders.

Interestingly, however, even more (26) of those healthcare trustees cited physicians and/or hospital staff as important stakeholders. Several respondents explained why: Boards need to make sure that their medical staff regard the institution as operating effectively. According to one, “Hospital employees need to feel good about the institution or they won't treat patients well.” One person offered a pointed explanation echoed by several others: “Since most of the doctors have admitting privileges in multiple hospitals or systems, we need to make sure they refer their patients to our hospital.”

Beyond customers and employees, many respondents mentioned the “community” as an important stakeholder group, though eds and meds board members differed in defining that term. Eds trustees were thinking of the residents, institutions and businesses located in the immediate vicinity of the campus. Though board members representing a number of urban hospitals specifically mentioned their responsibility to nearby low-income neighborhoods, when healthcare respondents identified the community as an important stakeholder group, they were more often speaking about the population who might become patients in their care.

Among the stakeholders identified by our respondents, only 4 trustees from the eds and 3 from the meds identified donors as among their important stakeholders. It may be that, since major donors typically direct their gifts toward specific programs and projects, trustees assume donors have a greater stake in the success of specific programs than in the overall performance of the institution, the latter being the trustees’ main responsibility. In the eds, it may be that respondents considered donors under the broad category of alumni/ae, since they are the primary donors to educational institutions.

We wondered whether board members believe any of their stakeholders care about board composition. Some interviewees thought that, when students and/or patients see the institution being led by people like themselves, they gain confidence in it. Especially for college students, female and minority trustees may serve as role models. In the eds, a couple of interviewees identified alum-

nae as stakeholders who are likely to call attention to the lack of female trustees and advocate for change; and, as we’ve reported, on some eds boards, alumni/ae elect some trustees.

However, almost all our respondents did not think most stakeholders even know who serves on the boards of their institutions, nor what role boards play in decisions that affect stakeholders. Only a few interviewees thought current students were generally aware and cared about boards. Some respondents said that their institutions have a board seat filled by a student representative and/or invite students to serve on some committees. And one college president mentioned activist student leaders who care. So, while some students are interested and aware, they are not a significant percentage of the student body.

In the past, students have paid attention to some particular board decisions, most notably urging boards to divest from investments in South Africa because of Apartheid and, more recently, from investments in fossil fuels. But that

activism does not seem to have translated into attention to board composition.

In 2018 and 2019, 2 colleges saw students paying attention to their boards. At California Institute of the Arts, students protested and petitioned the board to influence decisions like tuition hikes that affect them directly, claiming: “We are the institute’s largest funders, and it is imperative that we have a seat at the table.”³⁸ At Swarthmore College, the student newspaper carried an editorial calling for greater transparency of the board and a deeper relationship with students. It said: “For students, the Board of Managers appears to be an obscure entity of business people in

“For students, the Board of Managers appears to be an obscure entity of business people in suits, sitting in a dark room, drinking coffee, and discussing which fund the endowment should be invested into next.”
(Swarthmore Student Newspaper)

suits, sitting in a dark room, drinking coffee, and discussing which fund the endowment should be invested into next.”³⁹ That comment captures students’ lack of understanding of what boards do. It is possible students might pay more attention to board diversity if they grasped the correlation between the identities of the board members and the decisions they make.

In the meds, almost all respondents thought patients were more concerned about the diversity of the staff than that of the board and that most patients have no idea who board members are. One female med board member suggested that hospitals display pictures of board members. A hospital board leader mentioned an area hospital where visitors had criticized the portraits of 31 white male physicians that were then removed from the walls, suggesting that a similar level of board visibility might also produce some negative reactions if the board is not diverse.

When we asked about donors, few of our interviewees thought any individual donors cared about or ever mentioned board diversity. Some said that donors typically care more about whether the institution is well run. A number of our respondents believe charitable foundations are more likely than individual donors to care about board diversity, and a few said that foundations considering grant proposals had asked about board composition. These board members believe that foundations have enough leverage to pressure institutional leaders to pay more attention to board diversity.

A woman med board chair said she thought an important question is, “Who *should* care about this? What leaders or organizations have a stake in this? Hospital associations? AAUW [American Association of University Women]? Which institutions can be enlisted to carry this issue forward?”

One interviewee suggested a group of stakeholders neither we nor any other interviewees

had identified – bondholders. Like shareholders in for-profit companies, they have a significant stake in the financial well-being of the institution, even though they don’t vote on board membership. Before investing, the bondholders look to bond rating agencies, like Moody’s and Standard & Poor’s, who evaluate an institution’s credit worthiness. The rating agencies often look at corporate governance practices. The better the rating agency’s perception of governance, the higher the rating given, and the lower the interest rate the institution has to pay.

In the for-profit world, some oversight agencies that evaluate public companies and advise shareholders on proxy votes (among them Institutional Shareholder Services [ISS] and Glass Lewis) have incorporated board diversity in their evaluations and recommendations on how shareholders should vote. They believe that diversity is important for the quality of governance. The agencies that evaluate nonprofits could follow suit if they, also, considered diversity a governance issue and incorporated that in their evaluations. Expansion for eds and meds often depends on an institution’s ability to finance or refinance capital at reasonable interest rates through the sale of bonds. The rating agencies’ rating and commentary are primary factors influencing rates and salability of the bonds. Board diversity could be a plus when the institution is pitching the rating agencies for better ratings.

Taking Action to Increase Diversity and Inclusion

Making diversity a conscious priority

A large percentage of our interviewees believe that board gender diversity is both desirable and achievable, no matter the obstacles. Some believe it can happen fairly quickly; others think it takes time to make incremental change. But our respondents repeatedly used words like “deliberate,” “conscious” and “intentional” to describe what is necessary to achieve board diversity.

The 2017 study by BoardSource that we mentioned earlier, called *Leading with Intent 2017*, found:

The diversity practice that has one of the strongest relationships to recruiting practices that prioritized demographics is whether or not the board has “agreed that it is important to incorporate diversity and inclusion into the organization’s core values.”... Clearly articulated values on diversity are a signal that a board has thought through what diversity means to the organization and why it matters to its mission and work. It is this conversation and visible commitment that helps ensure diversity is not only prioritized in recruitment, but that it comes from a place of understanding and authenticity that can be further articulated to potential board candidates and other constituents.⁴⁰

“Not everything that is faced can be changed. But nothing can be changed until it is faced.”
(James Baldwin)

To learn about deliberate, conscious approaches, we first asked whether our eds and med boards had any serious discussion about diversity related to gender and/or race/ethnicity. Twenty respondents – 10 med boards and 10 eds – reported that their full board had discussed diversity. Eighteen reported that a committee, generally the nominating/governance committee, had done so. Fourteen reported no board or committee discussion, at least to their knowledge. (As for the remaining 7, either we did not ask or they did not respond.)

No board or committee discussion, however, is sufficient to create change unless it leads to decisions and implementation of steps. We asked whether the board had decided on specific efforts or taken specific steps to add more women or people of color. One ed member said, “Conversations about the board have not led to a structure of action” and, al-

though a handful of people bring up diversity a lot, many others don’t think about it or notice the lack of it. Others pointed to a difference between lip service and real commitment. One ed board leader said you have to move people to “think in a different way.” That particular board has had serious discussions of steps to take and has looked at demographics and skill gaps on the board. Another ed trustee said the board discusses diversity at every meeting and uses a flow chart for quarterly reviews of women and people of color in the pipeline.

Where a board committee took responsibility for increasing diversity, it was almost always the nominating committee, mainly by seeking more diverse pools of candidates to fill vacancies. Some nominating committees especially ask the board to identify women and people of color when asking for suggested new members. Eight participants told us

their institutions had adopted specific strategies, such as workshops and trainings for board members, establishing pipelines to bring more diverse candidates into the pool, meeting with a diverse senior management team and “picking their brains.”

It is hard to see how a whole board accepts the importance of diversity and the board’s responsibility to achieve it without a full board discussion. James Baldwin put it succinctly when he said: “Not everything that is faced can be changed. But nothing can be changed until it is faced.”⁴¹

Many white men don’t notice the absence of women or people of color, since they often exist in clubs, executive suites, or management of professional firms that are primarily white and male. One woman, who suggested to her ed board that it wasn’t very diverse, got this response from a white male she quoted: “I’m Irish Catholic, he’s Jewish; I’m from [one city], he is from [another]. I don’t understand how we don’t have diversity.”

And a woman who served on the board of an historically black college explained that, before the under-representation of women was raised by some women and alumni/ae, its male board members had never thought about the lack of women: “Black men are like white men: they were comfortable with each other and didn’t notice,” she said. Which is why it is essential that the full board discuss diversity. Committee discussion alone may suggest to many board members that someone else is taking care of that issue.

Among our eds and meds, 70% of those whose full board had discussed diversity and 72% of those whose committee had done so reported that their institution had acted to increase diversity. Contrast that with the remaining 14 respondents, who had discussed diversity neither in the full board nor in a committee. Only 2 said their institution had actually taken steps to increase diversity. So discussing this issue appears strongly related to taking action.

Leadership required to increase women’s numbers and create inclusive cultures

A good number of our interviewees identified leadership as key to change in recruiting more women. Interviewees pointed to the value of having a female CEO or board chair advocating for women, but change also occurred in institutions with men in leadership roles. One med member mentioned the impact of an African-American male CEO and a generally diverse senior management team. And a number of both women and men in the roles of chief executive or board chair said they made conscious and successful efforts to increase board diversity.

One ed woman trustee said that a leader needs to say, “We have to do this,” and, “If you have a couple of people who think it is important, then the rest is easy.” One female

college president claimed that, “You have to make diversity a goal and explicit.” Her board’s nominating/governance committee discussed specific ways to create a more broadly diverse candidate pool, with a focus on alumni/ae. Other leaders took the initiative to increase diversity by recruiting diverse candidates. A number of male CEOs or presidents identified female prospects; others used their presence at nominating/governance committee meetings to influence the nominating slates. A male board chair, working with a female president, influenced a significant increase in the number of female board members during his tenure. He also put women in key committee positions, such as finance committee chair.

“I’m Irish Catholic, he’s Jewish; I’m from [one city], he is from [another]. I don’t understand how we don’t have diversity.”
(White Male Board Member)

Sometimes board members who are not in official leadership

positions have taken the lead in assuring that the nomination process generates diverse lists of potential board members. One female ed trustee reported routinely asking, “Where are the women?” when looking at the lists of board prospects. She connects that question with a resulting jump in the number of women on that board, even though its chair at the time did not understand the importance of diversity. A female med leader had threatened to quit another organization’s board if it did not bring more women to the table.

We heard repeatedly about the impact of chief executives and board chairs on the culture of the board. One male chair explicitly designated the culture of the board as a leadership issue. Another board regularly evaluates the board chair and includes questions to board members about board culture. Some leaders used their offices as an opportunity to push for change. Other leaders we interviewed had been able to transform board cultures because they were hired as CEOs/presidents or elected board chairs specifically

to make changes. A few chief executives had been hired when outside consultants identified a need to reform governance or in the wake of an organizational crisis.

One interviewee said the culture of the board depended almost entirely on the style of the chair. A woman contrasted her 2 university boards with similar percentages of women: on one, with a supportive president and board chair and a more diverse institution, women are strong and vocal. On the other, women are reluctant to speak. Another woman contrasted 2 hospital boards, one where the board simply listens to reports, and the other where the chair asks everyone to state a position on important issues.

Although some male leaders influenced board culture change, in a number of cases it was women. As we've mentioned, some interviewees thought women had more impact on the decision-making *process* than on the *outcomes*, pointing to ways in which women worked to change board culture and improve governance.

One female board chair spoke of working with the university president to take a critical look at the board and make changes that led to recruiting more women. As a team, the chair and the president also created a more open, transparent board that actually discussed issues and introduced changes leading to more animated meetings and resulting in committee chairs asking for more time for meetings and allowing time for debates.

Among the meds, a number of women connected the inclusive culture of their boards with the religious affiliation of their institu-

tions, founded by women religious. We found such cultures in several meds that Roman Catholic nuns had started or managed. Interviewees attributed these highly collaborative cultures to shared religious values and explicit cultural values. One woman with significant experience in both the for-profit and nonprofit worlds talked about the atmosphere of her healthcare board, created by women religious. She highlighted the collaborative nature of her board and her belief that no male-run organization would have been as collaborative and determined to make the best decision for the whole.

Another female med respondent offered the view that generally women leaders have a more inclusive style of leadership and are more willing to listen to others – as opposed to being certain they know how to proceed. She believed that a female CEO makes a difference in women being included. (On her board, women hold more than 40% of the seats.) A female college president strove to be sure all voices were heard.

One female chair said she had to establish ground rules so men did not just “take the floor.” Another tried to create a safe place where every member felt free to challenge the prevailing discussion points, and reminded everyone of the duty to listen to others. Privately she re-emphasized to one man the importance of hearing multiple perspectives. One med CEO talked about influencing the change in the environment during her tenure. She believes that, where women speak up, leaders are creating an environment of safety and encouraging everyone to get involved. When leaders don't set a tone and culture, “a couple of guys” can dominate.

RECOMMENDED STRATEGIES

In the face of barriers on the supply and demand sides, and despite the challenges of large boards, many respondents reported improvements and, in some cases, that they were able to drive progress in achieving more gender diverse and inclusive boards. Most valuable is how those eds and meds accomplished significant change, since they presumably faced the same barriers and challenges facing boards that remained static.

We did not directly ask our respondents to offer advice that might prove useful to members of other boards. Nevertheless, we found important themes about what worked. Many of these strategies are also best practices for generally improving governance. We summarize the themes below as recommendations.

1. Make sure candidate lists are diverse

Nominating/governance committees should have diverse membership and be charged with producing diverse candidate lists. Ask the entire board to periodically assess not only the composition of the board, but also the pool of candidates considered for each open seat, to make sure those pools are sufficiently diverse.

Selection committees should consider adopting some variation of the “Rooney Rule,” a policy in the National Football League conceived by and named after the owner of the Pittsburgh Steelers. Teams pledge to interview at least one minority candidate before filling senior coaching or management positions. In the corporate world, institutional investors have successfully pushed companies to adopt the Rooney Rule to increase board gender and racial diversity.⁴² By adopting such a policy, nonprofit governing boards would not be instituting quotas or even a preference for women and/or candidates of color, but committing themselves to look harder at a broader range of capable candidates before filling board seats.

As we noted, a few meds have used professional recruiters/search firms, and others have considered doing so but have not taken that step. However, a few interviewees sounded cautionary notes about recruiters presenting non-diverse lists. Some board members reported having to send search firms back to try again when they produced lists of white males only. Even in the corporate world, where it is common to hire search firms, those consultants don't necessarily produce diverse candidate lists unless specifically asked to do so.

2. Examine and improve recruitment processes/move out of your comfort zone

Many of our respondents talked about recruitment practices as obstacles that needed to be changed. Most of the meds and all the eds rely on their board members' social and professional networks to find board candidates. And it takes conscious effort and time to expand those networks and reach out to new sources. Those leaders who have been able to find and recruit women board members could tutor their colleagues.

Consider the example of a male former corporate executive who is a current nonprofit CEO and member of both nonprofit and for-profit boards. He collaborated with a woman financial pro-

professional and CEO who has served on numerous corporate and eds and meds boards to publish a Philadelphia newspaper column aimed at increasing the representation of women on area boards of eds and meds. The co-authors emphasized the importance of making the effort to find women and described what it takes to succeed. The man wrote about using a contact with a woman on a nonprofit board to find women she could recommend to him.

All of us have tendencies towards the familiar. It's like comfort food. But comfortable doesn't necessarily breed corporate innovation and better governance. Certainly not when the well-being and lifelong learning needs of our citizens are at stake. . . . we each have the opportunity to use our connections with more diverse leaders to get their suggestions of people who will increase the gender and racial diversity of our education and health care organization boards.⁴³

The article's female co-author offered an analogy to suggest that it might take a little extra effort to connect with women who have appropriate credentials, since a man might not be aware of them.

It's a bit like hunting for the catsup in the refrigerator. A man opens the refrigerator and calls out, "Where's the catsup?" The woman replies, "Look behind the milk." There are lots of women leaders in our community qualified to be directors. You must make an effort to seek them out – to move the milk.⁴⁴

3. Construct systems for identifying board needs and refreshing board membership

Some nominating/governance committees used a board matrix to identify existing and needed skills and demographic characteristics. A focus on skills moves the conversation to what the board needs, not whom people know, and keeps the discussion from just being about trying to find a woman, whether or not she has the necessary qualifications.

Some added more diverse board members by speeding up board refreshment through rules or processes that created greater board turnover: for example, age and/or term limits, and board assessment processes to help identify board members who were not contributing significant value.

4. Seek "appropriate challengers"

To counteract the well-known tendency to prefer colleagues who "think like us," some boards affirmatively recruited people who are not willing to just "go along." One interviewee explained they seek candidates who are what they call "appropriate challengers" – those who are willing to ask questions – and that they therefore often have spirited discussions at board meetings. Another said it takes years to change a culture from top-down to collaborative and you have to recruit board members who want that kind of board.

5. Create pipelines

As with any service industry, the meds and eds need to stay connected to their base of consum-

ers (i.e., medical patients, college students, their families and alumni/ae). Many higher eds do this in part by offering board seats to alumni/ae whom they identify through alumni/ae bodies and advisory committees attached to the different academic programs offered by the institution. Using this process, some eds in our study found ways to cultivate women and people of color for future board positions by creating a pipeline. Feeder committees or sub-boards provided alumni/ae candidates an opportunity to gain knowledge about the institution and to demonstrate their skills, commitment, and readiness for board service. Though our study suggested that these practices helped to increase the share of women and/or minority recruits, a few of our interviewees said the eds actually needed to expand beyond the consumers/alumni/ae perspective to recruit people who haven't "drunk the cool-aid."

In contrast, our respondents within healthcare institutions did not seem to be as conscious of wanting a consumer perspective and seldom mentioned pipeline strategies, except where a member of a hospital board had moved from there to the health system board or from a fundraising board to a governing board. We heard few mentions of recruiting former patients, though some have agreed to serve in part because they were patients, and apparently some hospitals are now paying more attention to identifying and cultivating patients with giving potential.⁴⁵

6. Pay attention to on-boarding and ongoing board processes

Some interviewees reported greater attention to how board members become part of the group, recognizing that, to create genuine inclusion, new members need a structured introduction to the institution, its values and processes. One interviewee on a board that became increasingly collaborative said women played a big part in that "culture change" and had emphasized an on-boarding process with robust orientations, and then ongoing board development and board retreats. Others mentioned opening committee meetings to board members not serving on those committees. One female committee chair invited all board members to attend some of her committee meetings; in another case committee meetings were deliberately scheduled at different times so board members could attend meetings of committees on which they did not serve.

7. Consider reducing board size

If boards are not designed to encourage full participation in discussions, they have difficulty functioning as deliberative and inclusive bodies. When boards are too large, the tendency is to delegate important decision-making to committees that craft recommendations and present them for the full board to ratify. In the case of large boards, unless they make it a priority to achieve diversity within important policy-making committees and the executive committee, they will lose the advantage of constructing a diverse board. Smaller boards make it easier to create such collaborative cultures.

8. Establish a separate fundraising board

Creating a separate fundraising board can reduce the size of governing boards. We saw this pattern clearly when we compared the size of healthcare boards that have established separate foundation boards with those healthcare boards that have not. In our sample, the hospitals and health systems with separate fundraising boards have an average governing board size of 18 seats. Those without a separate fundraising board have an average size of 31 seats. Interesting-

ly, our sample included only 2 interviewees who had served in an educational institution with a separate fundraising board.

Establishing separate boards to carry major responsibility for fundraising can also free governing boards from counting monetary contributions too heavily when they select members. Over-emphasizing monetary contributions can undermine good governance, as suggested by one woman who had served on both a hospital and university board: “There is a conflict between caring about governance and mission and the need to raise money, which influences who gets listened to.” As one hospital CEO put it, “Large donors tend to dominate decision-making, and that’s not healthy.” Giving extra weight to the views of major donors is potentially dangerous, he thought, because it removes consideration of the big-donor trustee’s actual skill set. Assigning extra influence to that big donor – influence unwarranted on the merits – can disempower other trustees. Another interviewee also described “a sliding scale on which those with greater wealth don’t need the same experience or skills as those with lesser wealth.”

Assigning fundraising to a separate board eliminates the need to establish different financial expectations for board members with different financial circumstances. The practice of reducing or waiving financial requirements for women and people of color can have the effect of perpetuating stereotypes about who does and does not have significant economic resources and putting women and people of color in a board member category with different expectations from white males.

9. Take socio-economic diversity into account

An additional benefit of taking money out of the board recruitment process would be to encourage a kind of diversity few of our respondents mentioned. Besides gender and racial diversity, our interviewees spoke of valuing diversity of skills, experience, age, geography, and points of view. Mention of the need for economic diversity was almost entirely absent. Yet income/class divisions are increasingly stark in a society that segregates residential neighborhoods by economic capacity and makes it less likely that upper-income board members can understand the perspectives, needs and preferences of those who are middle- or lower-income patients and students.

10. Involve the whole board in an intentional process

Involve the entire board in discussing the need for and benefits of diversity and how to achieve it. Explore the connection between board diversity and the mission of the institution and encourage all board members to take ownership of achieving diversity goals. And, as with any important board or institutional goal, measure progress.

FINAL THOUGHTS

In the course of working on the issue of women on large nonprofit eds and meds boards over the last 7 years, we have become more convinced of the importance of board diversity, the value of drawing attention to the current population of these boards and the need for varied stakeholders to pay attention and exercise influence to make change.

Even for researchers like us, who are interested in knowing more about boards and the people who serve on them, it can be challenging to find information about board composition.

The required IRS form 990 tax filing, easily available online and containing a list of board members, is often more than a year to 2 years out of date and does not clearly identify gender or indicate race. And most people are unaware of that online resource. Many, but not all, institutions' websites list board members; fewer include photos and bios. A few respondents seemed to realize only during our interview that their institutions never publicize the composition of their boards as a way to demonstrate their commitment to diversity – and that maybe they should. A male college president realized that his college did not trumpet its board composition, and it would not be easy for the public to find a list of trustees. He mused that more outsiders might take an interest if institutions like his publicized their boards.

Increased scrutiny will come with increased reporting on board composition in different areas of the country. But change requires intentional actions. And the history of change in the composition of for-profit boards teaches that intentional action rarely occurs without pressure from stakeholders who understand the importance of boards making decisions and policies that affect them, and who recognize why they should care about board diversity. In the nonprofit world, these stakeholders include consumers (students and patients), employees (particularly faculty in the eds), alumni/ae, and donors. Then leadership must respond to this pressure by confronting the barriers to diversity and inclusion and taking action to overcome them.

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