NYU/WAGNER 2014 Fall Syllabus

PADM-GP.4135
Mondays: 4:55 p.m. – 6:35 p.m.
2 Points
Fall 2014

Prof Tony Kovner
Gayle Binney
Gayle Binney

Meets September 8, 15, 22, 29, October 6, 13, 20

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NON-PROFIT GOVERNANCE

This course is intended for graduate students interested in learning about the governance of non-profit organizations. The prerequisite for this course is CORE-GP.1020. Managing Public Service Organizations or permission from the instructor.

This is a seminar class and heavy reliance will be placed upon student participation.

This means preparing in advance of class to answer discussion questions.

Learning Objectives:
The course is designed to accomplish these main goals.

- Increase your understanding of how and why boards perform as they do.
- Increase your understanding of how boards impact on organizational performance.
- Develop your capacity to diagnose common problems and issues of governance and approaches to improving the situation.
- Increase your understanding of fiduciary, strategic and generative models of governance and how they inform approaches to improving non-profit governance.
Instructional Methods

To meet these goals, this course uses readings, lecturers, cases, assignments and class discussion. Reading assignments provide an important foundation for class discussion and must be completed prior to each class session. The due dates for all readings and other assignments are listed in the syllabus. Lectures will be used to highlight key points from the readings and provide additional information to supplement the readings. Case studies will provide you with the opportunity to apply what you have learned to real issues. Because each of you brings unique perspectives and experiences to the class, participation in class discussions is essential to your own learning as well as that of other class members.

READINGS:

There are two required books and several required readings. It is important that you have completed the assigned readings thoroughly before class on the day shown in the schedule. We shall not have time to talk about everything covered in the readings in class, so be sure to email us about anything you do not understand. You will be expected to read the readings before writing the assigned papers.

Required Books


All assigned readings that are not included in the required textbooks will be posted on NYU classes.
Assignments and Grading

Your final grade in this course will be based on the following assignments:

- Part 1: Framework for Improving Governance Paper (33%)
- Part 2: Recommendations to improve Governance paper (33%)
- Class Participation (33%)

Choose an NGO and write a double spaced paper in two parts on improving board performance. Your paper will be written from the perspective of a management consultant to the CEO of the NGO with a copy to the board chair. (If you are having difficulty identifying an organization for these assignments, see the three Wood casebook suggestions below.)

**Part 1: Framework for Improving Governance Paper** (Due week 3)
Write a 3-4 page memo which presents a framework for improving governance of an NGO (the subject of Part 2)

- Analyze the existing governance situation and discuss problems and issues.
- Frame an answerable question, such as “how can the CEO empower the board to buy in to improving governance?” or “how can the NGO recruit and retain more effective board members?”
- Specify a plan to get the evidence you need to make recommendations for Part 2 to improve governance.
- Develop a strategy for literature review, search for best practice and design of managerial research study. (This means what journals or data bases you would review, what organizations or managers you would contact, who would you survey or observe how to get additional evidence.

**Part 2: Recommendations to Improve Governance Paper** (Due week 6, be sure to hand in Part 1 with comments). Write a 5-7 page memo.
• Append a selected annotated (explain how the source was useful to you) bibliography. Limit the bibliography to no more than five sources.)
• Suggest up to three recommendations (in measureable terms) to improve NGO governance related to your answerable question in Part 1.
• Explain how your recommendations will impact desired outcomes.
• Specify assumptions used which underlie recommendations.
• List major obstacles to implementation and how these can be overcome.

If you are having difficulty identifying an organization to use for this written assignment, consider choosing one of the three cases from the Wood casebook here.

• Miriam Wood, Non-Profit Boards and Leadership, Jossey-Bass, 1996
  - Cnaan, “Confronting Crisis: When Should the Board Step In?” 149-164.

GRADING of the Written Assignments:

Part 1 33% of the grade.
• 25% on analysis of the existing situation
• 25% on model of problems and causes
• 25% on question that is answerable
• 25% on plan to get evidence for Part 2.

Part 2 33% of the grade
• 33% on recommendations in measureable terms to improve governance and rationale
• 33% on usefulness of the bibliography to make recommendations.
• 33% on plan for further evidence and questions for those receiving your memo.
Class participation  33% of the grade

We think the best way for you to learn is to actively participate in your education. In this class, “participation” is defined in terms of quality contributions to class discussion. There are four prerequisite for successful participation:

- Be here on time. If you’re not here, you can’t contribute to class discussion. Taking the course is a contract with your professors. We shall be here each class and we expect you to show up too. Obviously, there are excellent reasons why students have to miss a class because of work or illness or when you have to be late through no fault of your own.
- Be prepared. If you have to be here anyway, you may as well be prepared. This will help you participate and get the most out of class. It’s a good idea to read ahead in the assignments just to cover any last minute emergency. If you are unprepared and are called on to participate, just say “pass.”
- Step up. View the course as a safer test of assertiveness training (speaking up) and filter control (thinking before you speak). Speak in a loud voice so that the professors and your classmates can hear what you have to say. We call on students who don’t raise their hands to give everyone a chance to participate. E-mail us ahead of class if for any reason you don’t want to be called on in class.
- Be polite. It is not polite to eat in class because it may annoy other students or the professors. When you disagree with what someone else has to say in class, be courteous. Don’t interrupt. This is how you would like to be treated if you have something to contribute to the discussion.

33% of the class participation grade will be your e-mail response to the assignment given for week #3 on Thomson General Hospital.

Policy for Late Assignments
If you are late on an assignment, your grade on that assignment will be reduced by a letter grade for the first few days after the assignment is due. You are always welcome to hand in an assignment before its due date if you know you will be busy as the date approaches.
Academic honesty is expected in this course. Please be aware that plagiarism is a serious violation. If you have any question about this policy please let us know.

Feedback and questions
We are committed to making this course a valuable learning experience for you. After the first few weeks of the course, we shall spend part of a class session evaluating our progress and we shall make any necessary changes to keep is on track. However we welcome your feedback regarding class at any time in the semester. Also please feel free to ask questions as they arise. It is easiest to reach us by e-mail, but we shall also be available to set up an appointment with you. Additionally, if you have a disability that requires special accommodation, please let us know ASAP so that we can be helpful to you.

Instructor Bio-sketch

Anthony R. Kovner is Professor of Management with tenure at NYU/Wagner. He received his B.A. from Cornell University in 1957, where he was an English major. He received his M.P.A. from Cornell University in 1963 and his Ph.D in Public and International Affairs at the University of Pittsburgh in 1966. He received the Teacher of the Year Award from NYU/Wagner in 2000, and the Filerman Prize for Educational leadership from the Association of University Programs in Health Administration in 1999. He has consulted, presented and taught managers at a wide range of organizations, including St. Luke’s Episcopal Medical Center, Phelps Hospital, Memorial Sloan Kettering, Montefiore Medical Center, Visiting Nurse Service, Mt. Sinai Health System, Lutheran Medical Center, Bellevue Hospital, St. Barnabas Health System, Cornell Medical College, Yonsei Medical Center, Fortis, Brandeis University and the American Academy of Orthopaedic Surgeons.

Professor Kovner has directed the Executive MPA in Management, Concentration for Nurse Leaders, served as a Board member of Lutheran Medical Center, directed the program in Health Care Policy and Management and the Advanced Management Program for Clinicians at NYU/Wagner. He served as senior program consultant to the Robert Wood Johnson Foundation’s Rural Hospital program of
Extended Care, was senior health care consultant for the United Autoworkers Union, directed the Graduate Program in Health Care Administration at the Wharton School. Kovner has had operating management experience for 12 years as manager of a large community health center a nursing home, a group practice and CEO of a community hospital.


**Gayle Binney**

Since 2013, **Gayle Binney** has served as Assistant Secretary of the Corporation, Board of Trustees at The New School. In this director-level position, Gayle works as a liaison between the 45 members of the board of trustees, university president and senior administration to ensure successful communication, strategic planning and governance on behalf of the university.

Prior to her position at The New School, Gayle served as Manager of Corporate Responsibility at The Dannon Company for nine years. In this role, Gayle directed the company's corporate donations and employee volunteerism as a member of the corporate affairs department. She also served as the Executive Director and voting member of the board of the Dannon Institute, an independent foundation. In this role, Gayle promoted and executed nutrition education and leadership programming on behalf of the Dannon Institute’s Board of Directors. She was responsible for all legal, financial and business management aspects of the Dannon Institute as a 501c3 private foundation.

Gayle currently serves on the Board of Directors for Volunteer New
York! She is the past President of the Board of Directors for the Cornelia de Lange Syndrome Foundation. She has also served on the board of the Charles L. Brieant Community Center and was the Founding Secretary and Treasurer of the Junior Committee of the Ronald McDonald House of New York City.

Gayle has more than twenty years of experience in nonprofit management and communications. She holds an MPA degree from New York University’s Robert F. Wagner School and a BA in Organizational Communication from Pepperdine University. She has been an adjunct instructor for National University’s Strategic Communications online degree programs for two years and is looking forward to teaching her first course at NYU-Wagner.

ADDITIONAL READINGS

Books:


Articles and Exhibits:

Alliance for Advancing NonProfit Health Care, 2011, [www.nonprofit health care.org](http://www.nonprofit health care.org)

American Cancer Society: Code of Ethics and Conflict of interest Policy, 2009. (NYU Classes)


COURSE SESSIONS

Week 1 (9/8): Why Governance Matters
- Course overview.
- How boards add value
- Focus on improving board performance

Readings:
Chait, Ryan and Taylor (CRT), pp 1-31
Bowen, Chapter 1

Begun and Malcolm, “Courage Center’s Difficult Choice of a New
Discussion Question: How can boards best keep non-profit boards mission-driven?
1. What is the board’s role regarding accomplishment of mission?
2. Why is mission important to the success of non-profits?
3. How can the board keep the organization mission-driven?
4. Why doesn’t the board engage in this behavior?
5. What can the CEO do if present board behavior is not acceptable?

Week 2 (9/15): Fiduciary Model of Governance
- Legal responsibilities of governing boards.
- Board functions, structure and composition

Readings:
CRT 33-49
Bowen, Chapter 2 and Chapter 7
Audit Committee Charter, American Cancer Society, 2009 (NYU classes)
Case Study: Financial Reporting to the Board, 2009 (NYU classes)

Case Study DQ: How can boards improve their performance as fiduciaries?
1. What are the strengths and weaknesses of Brown’s approach to Dolan?
2. What are the strengths and weaknesses of Dolan’s response to Brown?
3. How would you have responded to Brown’s e-mail?
4. Why didn’t Dolan respond as you recommend?
Week 3 (9/22) : Evaluating Board and CEO Performance

- Evaluating organizational, board and CEO performance
- Board information systems

Role Playing Case Study: Thomson General Hospital (NYU classes)

Please complete assignment (1-2 page letter) per the guidelines listed in the case in advance of class and submit by email to instructors. (The class discussion questions are separate from the assignment.)

Please be prepared to discuss your proposed direction and strategy with a guest administrator who will join us that evening.

Readings:
Bowen, Chapter 5.

Role Playing Case Study: Thomson General Hospital, 2009 (NYU Classes)

Case Study DQ:

1. What is the situation?
2. What are the causes of the problem?
3. What options do you recommend Baker present to McRoberts?

*Assignment DUE: Part 1 of Assigned Paper
**Week 4: (9/29) Strategic Model of Governance**

- Discuss first paper
- Board’s role in strategic planning
- Case study: *Young Nonprofit Professionals Network*

**Readings:**
CRT, 51-78
YNPN Request for Proposal (Contract) (NYU Classes)
YNPN Theory of Change Process Overview/FAQ (NYU Classes)

**Case Study DQ:**
1. What is the purpose of YNPN?
2. What has to happen for the purpose to be achieved moving forward?
3. How should strategy be developed by the board to accomplish this?

**Week 5 (10/6) Recruitment, Orientation, and Engagement**
Presented by Gayle Binney

- Recruitment, and orientation of new board members
- Engagement of all board members
- Case study: *Post your open board positions on Linkedin*

**Readings:**
CRT, 137-161
Bowen, Chapter 6

**Case Study DQ:**
1. How did the American Red Cross of Silicon Valley ensure that their new board members would be a good fit?
2. What steps would you suggest to help orient these board members?
3. Do you think posting an open board position on Linkedin would work for your organization?
To prepare for Week 7, please answer the questions here about the American Red Cross and submit the answers to your instructors before our next class. Your answers will not be graded.

- What is your familiarity with the American Red Cross? How would you describe the organization to a friend?
- Have you donated to the American Red Cross in the last five years? Why or why not?

**Week 6: (10/13) The Generative Model**
- The Generative Model
- Challenges to the Board
- Case Study: *Middlebury College*

**Readings:**
CRT, 79-135.
Prybil et al, “Conclusions and Recommendations: Governance in Nonprofit Community Health Systems” Grant/Thornton 2008. (NYU Classes)
Middlebury College Press Release – Middlebury Board of Trustees Revises Governance Structure (NYU Classes)
A Proposal to Revise the Structure and Organization of the Middlebury Board of Trustees (NYU Classes)

**Case Study DQ:**
1. What changes did the board make?
2. What will happen differently as a result of these changes?
3. How did these changes come about?
4. Where does the board go from here? Process-wise?

*DUE: Part 2 of the written assignment.*
Week 7: (10/20) Improving Board Performance

- Discuss second paper
- What makes great boards great?
- Case Study: The American National Red Cross (A)

Readings:
CRT 163-182
Bowen, 168-177
Case: The American National Red Cross (A), Harvard Business School 2007.(NYU Classes)
American Red Cross Governance Summary (Website) (NYU Classes)
American Red Cross Board of Governors – Governance Committee Report (NYU Classes)

Case Study DQ:
1. What key changes have been implemented?
2. How do the changes deal with the problems described in the HBR case?
3. What has to happen for the board’s strategy to succeed?
4. What can other boards learn from the case for the implementation of major changes in organizational governance?