

To: UUCB Board of Trustees
From: David Lingenfelter
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Subject: Regarding Three Governance Jobs: The Board's, the Board Members', and the Board Chair's

This is the start of an exciting new year for the UUCB Board of Trustees! Three new board members have been elected, and two have been reelected. Much has been accomplished, and much more needs to be done. Given this new beginning, I believe it is helpful at this time to forward to the board some advice that John Carver - the author of Policy Governance - has given.

This advice was taken from two of his books; "Your Roles and Responsibilities as a Board Member" and "The Chairperson's Role as Servant Leader of the Board".

The first bit of advice concerns the job of the Board itself. This is not a list of activities, but of the three job products of a Policy Governance board that cannot be delegated. The second concerns the frame of mind and individual preparations necessary for a given board member to play an effective role in creating a productive board. The third addresses the role of the board chair, and offers some tips on how to chair effectively.

The Three Board Job Products

1. *The board's first direct product is the organization's linkage to the ownership.* The board acts in trusteeship for "ownership" and serves as the legitimizing connection between this base and the organization.

2. *The board's second direct product is explicit governing policies.* The board has the obligation to fulfill fiduciary responsibility, guard against undue risk, determine program priorities, and generally direct organizational activity. A board can be accountable yet not directly responsible for these obligations by setting the policies that will guide them. The values and perspectives of the whole organization can be encompassed by the board's explicit enunciation of broad policies if those policies follow a few simple principles.

3. *The board's third direct product is assurance of executive performance.* The board is obliged to ensure that the staff faithfully serves the board's policies. If the CEO continually fails to fulfill these explicit expectations, the board is itself culpable. The board has no choice but to take the steps necessary to remedy the situation. Although the board is not responsible for the performance of staff, it must ensure that staff (as a whole, not individually) meet the criteria the board has set. In this way its accountability for that performance is fulfilled.

Advice to the Board Member

1. *Be prepared to participate responsibly.* Participating responsibly means to do your homework, come prepared to work (sometimes the work is to listen), agree and disagree as your values dictate, and accept the group decision as legitimate even if not - in your opinion - correct. It is not acceptable, for example, to have opinions but not express them.

2. *Remember your identity is with the ownership, not the staff.* Identifying closely with your staff will be inviting in that you may be in conversation with them about issues more than you will be

with the ownership. You will come to use staff's abbreviations and short-hand language. Be careful that you don't become more connected with staff than with those who won the organization. Be a microcosm of your ownership, not a shadow of the staff.

3. Represent the ownership, not a single constituency. You will understand and personally identify with one or more constituencies more than others. That provincial streak is natural in everyone, but your civic trusteeship obligation is to rise above it. If you are a teacher, you are not on the board to represent teachers. If you are a private businessperson, you are not there to represent that interest. You are a board member for the broad ownership. There is no way that the board can be big enough to have a spokesperson for every legitimate interest, so in a moral sense you must stand for them all. Think of yourself as being from a constituency, but not representing it.

Examples of What the Board Should Do Hands On

- Set the board's work plan and agenda for the year and for each meeting
- Determine board training and development needs
- Attend to discipline in board attendance, following bylaws and other self-imposed rules
- Become expert in governance
- Meet with and gather wisdom from the ownership
- Establish the limits of the CEO's authority to budget, administer finances and compensation, establish programs, and otherwise manage the organization
- Establish the results, recipients, and acceptable costs of those results that justify the organization's existence
- Examine monitoring data and determine whether the CEO has used a reasonable interpretation of board-stated criteria.

4. Be responsible for group behavior and productivity. While doing your own job as a single board member is important, it does not complete your responsibility. You must shoulder the potentially unfamiliar burden of being responsible for the group. That is, if you are part of a group that doesn't get its job done, that meddles in administration, or that breaks its own rules, you are culpable.

Examples of What the Board Should Keep Hands Off

- Establish services, programs, curricula, or budgets
- Approve the CEO's personnel, program, and budgetary plans
- Render any judgment or assessments of staff activity where no previous board expectations have been stated
- Determine staff development needs, termination, or promotions (except for the CEO)
- Design staff jobs or instruct any staff member subordinate to the CEO (except when the CEO has assigned a staff member to some board function)
- Decide on the table of organization and staffing requirements

5. Be a proactive board member. You are not a board member to hear reports. You are a board member to make governance decisions. Listening while staff or committees recount what they have been busy doing is boring and unnecessary. Of course, it is sometimes important to get data through reports, but don't let that cast you in a passive role. Even when you are receiving education, do so as an active participant, searching doggedly for the wisdom that will enable good board decisions. Make "show and tell" board meetings passé.

6. *Honor divergent opinions without being intimidated by them.* You are obligated to register your honest opinion on issues the board has taken up, but other board members are obliged to speak up as well. Encourage your colleagues to express their opinions without allowing your own to be submerged by louder or more insistent comrades. You are of little use to the process if full expression of your ideas can be held hostage by a louder member.

7. *Use your special expertise to inform your colleagues' wisdom.* If you work in accounting, law, construction, or another skilled field, be careful not to take your colleagues off the hook with respect to board decisions about such matters. To illustrate, an accountant board member shouldn't assume responsibility for assuring fiscal soundness. But it is all right for him or her to help board members understand what fiscal jeopardy looks like or what indices of fiscal health to watch carefully. With that knowledge, the board can pool its human values about risk, brinkmanship, overextension, and so forth in the creation of fiscal policies. In other words, use your special understanding to inform the board's wisdom, but never to substitute for it.

8. *Orient to the whole, not the parts.* Train yourself to examine, question, and define the big picture. Even if your expertise and comfort lie in some subpart of the organization challenge, the subpart is not your job as a board member. You may offer your individual expertise to the CEO, should he or she wish to use it. But in such a role, accept that you are being a volunteer consultant and leave your board member hat at home.

9. *Think upward and outward more than downward and inward.* There will be great temptation to focus on what goes on with management and staff instead of what difference the organization should make in the larger world. The latter is a daunting task for which no one feels really qualified, but it is the board member's job to tackle it.

10. *Tolerate issues that cannot be quickly settled.* Shorter-term, more concrete matters can give you a feeling of completion, but are likely to involve you in the wrong issues. If you must deal with such matters, resign from the board and apply for a staff position.

11. *Don't tolerate putting off big issues forever.* The really big issues will often be too intimidating for you to reach a solution comfortably. Yet in most cases, the decision is being made anyway by default. Board inaction itself is a decision. Don't tolerate the making of big decisions by the timid action of not making them.

12. *Support the board's final choice.* No matter which way you voted, you are obligated to support the board's choice. This obligation doesn't mean you must pretend to agree with that choice; you may certainly maintain the integrity of your dissent even after the vote. What you must support is the legitimacy of the choice that you still don't agree with. For example, you will support without reservation that the CEO must follow the formal board decision, not yours.

13. *Don't mistake form for substance.* Don't confuse having a public relations committee with having good public relations. Don't confuse having financial reports with having sound finances. Don't confuse having a token constituent board member with having sufficient input. Traditional governance has often defined responsible behavior procedurally (do this, review that, follow this set of steps) instead of substantively, so beware of the trap.

14. *Obsess about ends.* Keep the conversation about benefits, beneficiaries, and costs of the benefits alive at all times. Converse with staff, colleague board members, and the public about these matters. Ask questions, consider options, and otherwise fill most of your trustee consciousness with issues of ends.

15. Don't expect agendas to be built on your interests. The board's agenda is a product of careful crafting of the board's job, not a laundry list of trustee interests. Remember, too, that you are not on the board to help the staff with your special expertise, but to govern. No matter how well you can do a staff job, as a board member you are not there to do it or even to advise on it. If you wish to offer your help as an individual - apart from your trustee duties - do so, but take great care that all parties know you are not acting as a board member. The staff's using you as an advisor or helper must remain a staff prerogative rather than yours.

16. The organization is not there for you. Being an owner representative is very different from seeing the organization as your personal possession. Remember that the organization does not exist to satisfy board members' needs to feel useful, self-actualized, involved or entertained. Of course, it's fine to feel those things and perfectly acceptable to seek whatever fulfillment governance can give you. But the board job must be designed foremost around the right of ownership to be faithfully served in the determination of what the organization should accomplish.

17. Squelch your individual points of view during monitoring. Your own values count when the board is creating policies. But when the CEO's performance is monitored, you must refer only to the criteria the board decided, not what your opinion was about those criteria. In other words, the CEO must be held accountable to the board's decisions and in fairness cannot be judged against your opinion. You should present any opinion you may have about amending the policies, of course, but not so as to contaminate the monitoring process.

18. Support the chair in board discipline. Although the board as a whole is responsible for its own discipline, it will have charged the chair with a special role in the group's confronting its own process. Don't make the chair's job harder, rather ask what you can do to make it easier.

Tips for Effective Chairing

1. Be the chairperson, not an intermittent CEO. Do your own job. The board has already designated the top staff officer as chief executive. Your role is to help the board do a good job, not to run the organization. If your organization is too small to have a staff CEO, you may in fact have to perform both roles. If so, just be clear yourself and communicate clearly to others which hat you are wearing at any particular time. (Generally in these tips, I will assume your organization has assigned the role of CEO to its top staff person.)

2. Lead the board, not the CEO. Your focus should be on the board, not on the staff. The CEO works for the board, not for you. Only the board has the right to tell the CEO what to do, or to add to the board's criteria for judging CEO performance. An intermediary can only detract from crisp accountability. Consequently, don't worry about the CEO, worry about the board - that will be worry enough.

3. Lead the board to define its own job. Your purview is not to work your own agenda for the operating organization. Even your desire for better governance has to become the board's commitment before you can have much effect. Press the board to explore the ramifications of its moral (or sometimes legal) trusteeship and to define just what its job is. When the job is thus defined in its relatively permanent form, have the board set annual targets within segments of that job. This will help later as you set specific meeting agendas.

4. Lead the board to design its discipline. When you enforce the rules, it will be better if you are enforcing the board's rules, not yours. Help the board examine and plan its process - how the board will deal with dissent, with renegade members, with attendance, and with coming to meetings unprepared. Decisions about the rules the board chooses for itself should be written and adopted as board policy. Without group-determined discipline, there will either be insufficient discipline, or you will end up personally creating it.

5. Lead the board to evaluate its performance. Regularly return the board to what it adopted about its own job. Has it followed through? Is it behaving the way it said it would? Be sure you stick to what the board has adopted as expectations and intentions for itself. Evaluations done apart from the job description are not as useful and may be a waste of time. Because it is easy for a board to slip back into old habits, I suggest that some self-evaluation be done every meeting.

6. Take responsibility for the agenda. This is the board's agenda, not the staff's - so don't leave the agenda to staff. The board's job is not to look over what the staff did last month or quarter but to get its own job done. If the board doesn't know more about its own job more than staff does, then recognise that as a problem and go back to point 3 above. Developing agendas for specific meetings will be both easier and more board-empowering if the board as a body has engaged itself - even with a broad brush - in annual agenda planning.

7. Run participative but efficient meetings. Keep it open, but keep it moving! Encourage debate and differences; bring people out; make it acceptable to disagree. Create an atmosphere of respectful diversity. Yet do not allow the board to talk an issue to death. Using a simple poll - How many have your minds made up already? - can yield surprising and enlightening results. The informal polling technique, by the way, can be used to get quick readings from the board in many situations.

8. Take the long view - build capability. Efficient meetings are important, but don't put your emphasis on effective meetings per se. Focus on the long-term ability of the board to govern. You won't worry too much if a particular meeting is awkward and tedious if the board learns needed skills and insights from it or grapples meaningfully with an important value issue. Set out to leave the next chair with a board more in control of itself than you found it. The board will be less vulnerable to unhappy conditions thereafter, such as having a chairperson less wonderful than you are!