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VOL 25 NO 2
JUNE 2020



Revealing the Gifts of Policy Governance®

- * The Gift of an Accessible Governance System
- * The Gift of Purpose
- * Sustainability: Enabled by Policy Governance®
- * The Gift of Confidence
 - * The Gift of Voice
 - * Gifts for the CEO
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JANNICE MOORE
PRESIDENT

Unwrap the Gift ... Anticipate the Results

I know it's not Christmas, but this year, more than most, we have a need to anticipate and dwell on positives, so please bear with me as I anticipate Christmas in June! Have you ever watched a child at Christmas, eyeing that wrapped gift under the tree? Is it that video game I wanted? A book? That new outfit I've been admiring? Does it rattle when I shake it? Are the edges hard or soft? What is it? I can't wait to unwrap it! The anticipation is almost palpable.

In this issue we decided to approach Policy Governance® with that sense of anticipation. Too often, when boards are deciding whether Policy Governance is right for them, they think more about the investment of time, resources, and effort involved in changing to a different governance approach, than about what they may gain. We would encourage you to change your mindset to one of anticipation. When you “unwrap” Policy Governance, what gifts will be revealed? Anticipate ...

... “ordinary people” who are willing to learn can be contributing board members, without having to be management experts.

- ... Policy Governance provides a system so boards can focus on their “true north” – the purpose of their organization.
- ... The clarity of roles Policy Governance provides enables organizational sustainability.
- ... Knowing you have a complete operating system gives you confidence you are meeting your fiduciary duties.
- ... Policy Governance used well provides an organization's owners with a meaningful voice.
- ... CEOs are empowered, with clear expectations and accountability.

Anticipate the gifts you will unwrap as you implement Policy Governance, and enjoy them to the full!

Jannice Moore

Editor's Note

I am grateful for the “Gifts” of Policy Governance that have allowed our board work and organization to continue in troubled times with confidence. In this issue, our consultants unwrap Policy Governance to reveal some of these gifts. Check out the virtual resources we offer to support your own board work.

Marian

Marian Hamilton
Editor

The Gift of an Accessible Governance System

RICHARD STRINGHAM - SENIOR CONSULTANT



There is a school of thought in the governance world that, to be an effective board member, you need to bring a set of skills that align with those needed by management. In other words, the board needs accountants, marketing experts, lawyers, IT experts, and experts in the business of the organization (e.g., teachers for a school board), to name a few.

This is often seen as a challenge for boards that use a more democratic process for board member selection (i.e., each vacant board position is filled by an open election in which any member in good standing can run). For example, the boards of some cooperatives are torn between finding potential board members who have the management skills noted above and those without such skills who are dedicated cooperative members wanting to represent the member-owners at the board table.

Underlying this push to ensure management skills at the board table is the assumption that governance is “management one step up.” In such scenarios, the board is expected to react to proposals from management including strategic plans, budgets, programs, etc. Consequently, having the requisite management skills among board members enables the board to approve management decisions.

Governance does not require operational skills

If your board is using Policy Governance®, you should be operating on the premise that governance is “ownership one step down.” Rather than acting as the *reactive authority*, the board takes the lead as the

initial authority on behalf of its ownership. It does so by setting expectations of operational achievement (Ends) upfront and then requiring the CEO to achieve a reasonable interpretation of those Ends in compliance with board stated Executive Limitations policies.

Because the board does not approve the means of achieving expected results, it has no need to bring those management skills to the board table.

Governance does require well-crafted policies, rigorously monitored

That is not to say that the board should be complacent, just hoping that the CEO and her team are successful. When using Policy Governance, the board should ensure that it has the right limitations policies in place to protect against imprudent and unethical operational conduct. Then it must rigorously monitor to ensure compliance.

You might think that having the right limitations in place would require high levels of management expertise. In our experience, this is not needed. It doesn’t take a financial expert to know that the ownership would not want the organization to spend more than it receives over an extended period of time. Neither is an HR expert needed to recognize that owners would not want staff to be without protections from harassment.

Using the Policy Governance system principle of policy sizes, the board can comprehensively state its expectations in its own language and require monitoring in language that board members understand.

Will there be times that the board needs specific expertise to help it craft policies? Certainly! It would be imprudent

for the board not to call in independent, unbiased, professional opinions when needed. Even then, the board needs those opinions presented in such a manner that board members understand the advice.

If management skills aren’t required to sit on a board, what is? In answer, I’d encourage you to read our January 2014 newsletter (Vol 19, No 1).

What about knowledge of Policy Governance, you ask? That can be helpful, although watch for those who have served on boards purporting to use Policy Governance, that are not actually following its principles. Generally, with appropriate orientation, new board members who are willing and able can learn the system.

Although knowledge and skills can be learned, it is much more difficult to change attitudes. Those with the right attitude can learn the requisite knowledge and skills. Those with the wrong attitude will be very challenged to learn and unlikely to productively contribute.

What is the right attitude? There are several, but chief among them is servant-leadership. Those who first and foremost see themselves as servants to the ownership and then leaders bring so much to the board table. And, if using Policy Governance, they can do so without having to be management experts.

Another gift of Policy Governance!

THE GOVERNANCE COACH IN YOUR AREA...

In the interest of the safety and wellness of our clients and our team, consultants of The Governance Coach™ are not travelling at this time. We will offer on-site workshops again when it is considered to be appropriate.

We direct you to pages 10/11 in this publication or click here for information about GovernanceCoachOnline to discover how we can virtually assist you with ongoing board education.

THE BOARD MEMBER'S COMPANION: WHAT SUCCESSFUL BOARDS NEED TO KNOW (E-BOOK)

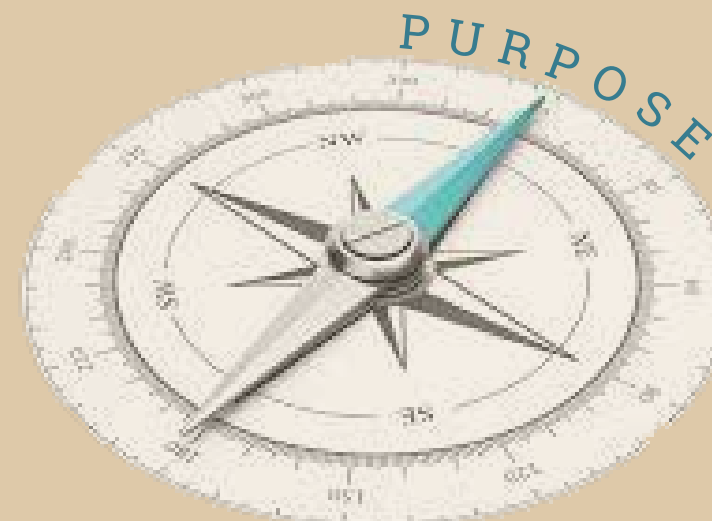


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THE GIFT OF PURPOSE

DAVID GRAY - CONSULTANT



I've been captivated recently by a book published earlier this year by Brian Greene, a professor of physics and mathematics at Columbia University, titled *Until the End of Time: Mind, Matter and Our Search for Meaning in an Evolving Universe*. In the book, Professor Greene does a masterful job of explaining the physical laws and principles behind the universe. He also explains its inevitable demise, concluding that "...at some point it is likely that organized matter of any kind will not be possible." In other words, not only do "...human beings have limited lifespans, but so too do the very phenomena of life and mind...."

Purpose is integral to humans

If Greene is correct, it seems valid to ask why human beings have the slightest interest in meaning or purpose—why do we not simply live our lives as selfishly and as hedonistically as we can, given the limited time we have available to do so? But, as Greene observes:

We emerge from laws that, as far as we can tell, are timeless, and yet we exist for the briefest moment of time. We are guided by laws that operate without concern for destination, and yet we constantly ask ourselves where

we are headed. We are shaped by laws that seem not to require an underlying rationale, and yet we persistently seek meaning and purpose.

Meaning and purpose. They're hard-wired in to us. They're part of our DNA as human beings.

Greene's book resonates with me because of what I have observed over the years about the role of purpose in organisational life, and how this links to purpose in our own lives.

Purpose is integral to organizations

Although it makes me feel old to say so, my career stretches back over more than 40 years, the majority of it as a consultant. Having had the privilege of working with a large number of organisations over that time across the public, private and not-for-profit sectors, I can say with confidence that the most successful organisations I have observed have almost always been those characterised by a deep and pervasive sense of purpose.

That makes perfect sense to me. As Greene observes, meaning and purpose are integral to human life, notwithstanding the seemingly impersonal laws of nature which give rise to life. We're much more likely to get out of bed in the morning with a spring in our step and a song in our heart if we believe that our work is

contributing to some larger purpose. And an organisation populated by such purpose-driven individuals has a much greater chance of succeeding than one where purpose is absent or unclear.

In an article in the latest edition of *The Atlantic* magazine, Harvard professor Arthur C. Brooks muses on the nature of a whole and meaningful life. He makes the claim that "[e]nduring happiness comes from human relationships, productive work, and the transcendental elements of life" and goes on to state:

One of the most robust findings in the happiness literature is the centrality of productive human endeavour in creating a sense of purpose in life.

Putting Brooks' conclusion into my own words, there's a direct link between purposeful organisations offering purposeful work, and purposeful lives.

Policy Governance® puts purpose front and centre

When I completed the Policy Governance AcademySM run by the founder of Policy Governance, John Carver, he shared with the class that he had considered calling the model 'Values Governance' because of how it functions to translate owner values into concrete outcomes. If I were Carver, though, I think I would have called the model 'Purpose-Driven Governance'

because of its powerful role in infusing an organisation with purpose.

In fact, that's the thing I most like about Policy Governance: it puts purpose front and centre, by requiring purpose to be explicitly stated in Ends policies and by functioning as a framework within which to align every other aspect of organisational life with that purpose. If I were to nominate the single most important feature of Policy Governance, it would be the requirement for a governing body to engage meaningfully with its owners in a process which results in the definition of the organisation's purpose in its Ends policies. I'll go as far as to say that this is one of the gifts Policy Governance gives us: the gift of purpose.

We will emerge from the coronavirus pandemic into a world that is different in some important respects to the one we lived in just a few months ago. As I write from the depths of the pandemic, at least one thing seems clear: a distressing number of organisations will fail in the coming months, and many others will find themselves struggling for relevance in the changed world. It's my confident prediction that the organisations most likely to succeed in this scenario are the ones which define their continuing existence in the language of purpose—whether an ongoing purpose which predates the crisis, or a revised purpose which responds to the

crisis.

And of course, there is no better tool for defining and operationalising purpose than Policy Governance. If it isn't already your governance system of choice, then I urge you to explore its potential for your organisation in a changed world. We've all had a taste of just how fragile our world is, and we've likely had a troubling glimpse of how easy it would be for the very fabric of our civilisation to be shredded by such an unexpected and unwelcome phenomenon. In the face of this existential transience, the imperative has never been stronger to ensure that our organisations are infused with meaning and purpose. In Policy Governance, we have at our disposal a powerful tool to enable us to do just that.

.....
"... the imperative has never been stronger to ensure that our organisations are infused with meaning and purpose."

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Sustainability: Enabled by Policy Governance

DEE INCORONATO - CONSULTANT



Bill Gates, co-founder of Microsoft, has made global health a priority for his philanthropic foundation for many years. Five years ago, he did a TED Talk warning that the United States was not prepared for a pandemic. In late 2019, the pandemic began. Were we prepared for a pandemic, and who is in charge of pandemics?

According to University of Southern California sociologist Andrew Lakoff, “The U.S. actually was relatively well-prepared for some disease scenarios. COVID-19 just happened not to be one of them...One of the paradoxes of preparedness is that you have to constantly prepare for something that might or might not happen, and you might well prepare for the wrong thing...It’s highly likely that you won’t be ready for what actually unfold We have to learn about the disease on the fly and figure out what works to mitigate it as quickly as possible. To do that we really depend on governments being competent, coordinated and capable of rapid and intensive intervention. As we’re seeing, that’s only true in certain parts of the world.”¹

Who is in charge of pandemics—literally! The World Health Organization (WHO) Epidemic and Pandemic Alert and Response (EPR) focuses on the leading epidemic and emerging diseases. It develops and strengthens specific global surveillance and response networks for diseases. EPR supports preparedness and response, develops readiness approaches. In the United States, the Federal Emergency Management Agency (FEMA) is responsible for coordinating the government’s response to natural and manmade disasters. Other countries have similar agencies. Other levels of government also have roles to play. Are all these roles sufficiently clear? And the issue of who’s accountable for what doesn’t apply only to pandemics.

Sustainability Requires Role Clarity

Who is preparing *your* organization for the unexpected? Who is in charge of putting processes in place so you are able to quickly pivot and remain sustainable during a pandemic or a natural or manmade disaster? Organizational sustainability must have leadership

that can rise to the challenge to preserve resources, ensuring core resources are not depleted or permanently damaged. Thus, for an organization, a sustainable development model “meets the needs of the present without compromising the ability of future generations to meet their own needs.”²

The Policy Governance® model is clear on who is in charge: the board. The board is your organization’s WHO and FEMA for preparedness; policies provide a ‘sustainable development model’ ensuring both board leadership and operational leadership have in place a process for competent, coordinated, rapid and intensive interventions. Policy Governance requires the board to work together to build, sustain and improve the capability of an organization; to protect against, respond to, recover from, and mitigate hazards through carefully crafted policies. Policies, when followed, prepare the organization for success and mitigate potential disasters.

Board Ends policies are written for the long-term perspective, identifying the expected organizational results. Board Management Delegation and Governance Process policies describe the board’s own work and processes, and Executive Limitation policies set out boundaries related to prudence and ethics within which management has freedom to operate. Prudence includes policies designed to govern risk management, or in the words of FEMA, to protect against, respond to, or recover from hazards.

Most organizations, especially if accreditation is required, must have an internal policy on emergency disasters. Board policy can clearly stipulate it is an unacceptable risk for management to be without an effective, current emergency disaster plan and a disaster recovery plan. The board policy can provide more detailed specificity related to adequate systems, security measures, communication channels and succession plans, for example.

Because board policies are provided in advance, once they are in place, the CEO has authority – and accountability – to interpret those requirements specific to any individual emergent situation that may occur, and act accordingly, without having to wait for board approval. The board consistently monitors policy compliance, and expects to be provided with data that demonstrate the policy has been followed.

Organizational sustainability has to be carefully thought out. Policy Governance provides a gift to the organization: clarity that the board is in charge, and accountable to owners. Clarity that the CEO is accountable to the board for successful operations. A board doing its job well exercises strategic foresight, including the possibility of a variety of potential futures, to develop written policy in a way that plans for the future, all the while making preparations to preserve the core mission in difficult times.

¹<https://dornsife.usc.edu/news/stories/3182/why-u-s-wasnt-better-prepared-for-the-coronavirus/>

²<https://simple.wikipedia.org/wiki/Sustainability>

.....
“Because board policies are provided in advance . . . the CEO has authority ... to interpret those requirements specific to any individual emergent situation . . .”





Is your board considering the Policy Governance® Model but you don't know enough about it?

Do you want a more comprehensive understanding of the practical nature of Policy Governance?

Have you already decided to implement Policy Governance and are ready to get started?

Are you looking for answers to these questions "online"?

HERE'S HOW WE CAN HELP YOU!

POLICY GOVERNANCE® INTRODUCTION – VIRTUAL BOARD EDUCATION

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- Supporting reading materials and tools
- Interactive questions to check your understanding of the content
- Question/discussion forum supported by one of our consultants
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- Just-in-time orientation for new board members, if you are already using Policy Governance.

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WHO SHOULD USE THIS RESOURCE...	RESOURCE	DESCRIPTION
Boards exploring Policy Governance Boards that have decided to begin using Policy Governance New Board Members on boards already using Policy Governance Boards that need an in depth refresher on the principles.	Policy Governance® Introduction at Governance Coach Online A Brand New Program!	An in-depth introduction to Policy Governance available online for your whole board, featuring virtual live interaction with a professional Policy Governance Consultant (See facing page for more detail)
Board Members, Board Staff, anyone interested in Policy Governance®	GC Place	Videos, articles, tips, tools, live webinars - for a monthly subscription of only \$20. Features both introductory & advanced levels of Policy Governance information
New Board Members	Board Orientation Manual™	A customizable template with key Policy Governance information & space for you to customize for your own organization's specific details
Boards recruiting new board members	Best Fit Board Member Matrix™	A simple method to determine the characteristics of a great board member based on custom criteria
Boards recruiting new board members	Best Fit Board Member Builder™	A question bank of interview questions to ask prospective board members, based on customized criteria
Board Chairs, Board Chairs elect, Vice Chairs	Board Chair Forum for Governance Officers Webinar Series	Recording of 3 live webinars, covering details of designing and leading future-focused agendas, leading the board's operational oversight, & leading the board's accountability for its own performance.
Board Administrators, Board Secretaries, anyone working in support of boards and board members	Behind the Scenes of Policy Governance Webinar Series	Recording of 3 live webinars: brief introduction to Policy Governance principles, agenda planning & support, minutes, and supporting many other board functions
New board members Potential Board members	REALBoard Self Directed Online Learning Modules™	A self-directed online introduction to Policy Governance®; with 10 web-based modules, each 15 – 20 mins long
Boards and board staff	PGIQ™	A Jeopardy style game with 50 questions to initiate discussion, complete with answers and references for more depth
Boards and board staff	The Board Member's Companion e-book	A reference collection of articles, organized by topic, addressing all aspects of Policy Governance
Boards and board staff, Board Chairs	Reflections on Leadership e-book	A collection of essays and beautiful photographs on the aspects of leadership

THE GIFT OF CONFIDENCE

ROSE MERCIER - SENIOR CONSULTANT



If you're like me, you take your car for regular servicing. You also probably head to a garage or service center if your car is making noises that you don't recognize, or doing something on the road that signals a problem. You want assurance that you can drive safely without risking damage to your vehicle or putting others' lives at risk. You ask the mechanic to explain the problem or make repairs. Regular maintenance avoids predictable wear and tear and instills confidence that your car is performing as it should. Knowing you can take action to address instances of engine or mechanical malfunction is also reassuring. You can drive with confidence, assured your car will take you to where you want to go.

A Complete Operating System

A board that uses Policy Governance® has a governance vehicle that it can drive with confidence. Because Policy Governance is a set of integrated principles, each works in harmony with all other principles. As a result, a board that practices regular maintenance can assure itself that the operations of the organization are running smoothly. What does maintenance of a governance system involve?

In Policy Governance, the four categories of policies cover the full scope of the organization's activity and are written to the level of detail at which the board is comfortable with any reasonable interpretation. Policy Governance's "operating manual" offers a board the confidence of knowing it can figure out what to do when the situation calls for a new policy or adding further detail to an existing policy. Does the situation require the board to address its own processes? Or does it need to respond to new operational risk? Perhaps it's time to redefine the organization's direction. Even in the face of significantly changed circumstances, a board can confidently steer itself to the appropriate policy category: Governance

Process, Board-Management Delegation, Executive Limitations, or Ends. It's not necessary to sort through previous policies that may not be logically organized, nor does a board need to create new categories or have a 'special' policy.

Regular Maintenance

Just as an oil change ensures that the car's engine is not running on outdated or dirty oil, a board that implements regular content review can be confident that its policies are not out of date. Sometimes content review requires tweaks to policy statements; other times a board needs to respond to changing circumstances. Consider how boards today need to reassess the organizational risks related to cybersecurity. A board also has the flexibility to react to emergent situations or new information.

Monitoring

I take my car in for regular maintenance to make sure that it is operating as it should. A board should likewise set and observe a schedule for regular monitoring of its policies. Monitoring is a powerful tool – it enables the board to assess if the data provided delivers verifiable evidence of a reasonable interpretation of its policies. If so, the board learns if the engine of the organization is functioning as it should. It is through monitoring that the board gains confidence in its knowledge of the degree to which the organization is producing the impact defined in its Ends policies. It also learns whether that impact is being produced by organizational activities that are within the limitations determined by the board to be prudent and ethical.

Aligned with Owner Values

Provided that the board is intentionally engaging with those on whose behalf it is governing (owners), the board can also be confident in its ability to set direction and establish control in alignment with the values of those owners.

Implementing the Policy Governance system produces a board that is confident that:

- its policies align with the values of the organization's owners;
- it can adjust its policies and practices as needed to respond to changing context
- with regular monitoring, it will understand the degree to which the organization is delivering the desired results and complying with controls set in its policies.

Confidence is the gift that Policy Governance gives to a board.

.....
**"Policy Governance's
"operating manual"
offers a board
the confidence of
knowing it can figure
out what to do when
the situation calls for
a new policy..."**

THE GIFT OF VOICE

JOSEPH INSKEEP - CONSULTANT



A scan of Google images for organizational charts finds that most show the head of operations at the top (variously called the CEO, Executive Director, or General Manager). Occasionally the position of the governing body (board of directors, trustees or council) is correctly depicted above the CEO, whom the governing body hires and directs.

But the organization's owners are virtually never included in these depictions. Perhaps they should be. While it is clear that owners as a group stand outside the organizational structure, leaving them unrepresented in our "imagery" may inadvertently contribute to their lack of representation in the governance process.

Carver understood this potential and saw the fundamental breach it would cause to good governance. From his perspective, the basis of the board's legal and moral authority is that it faithfully acts on behalf of the ownership it represents (as well as the larger society it impacts). He found this concept to be so critical that he made the board-ownership relationship the first of ten "universal principles" that make up the Policy Governance® model.

The governing board can rightfully be considered a subset of ownership. It is ownership's "on-site representative." But the primacy of this relationship is easy to overlook when the stream of organizational events and the high visibility of key staff offer so much to absorb the board's attention.

Most board members understand that the CEO is accountable to the board. Carver agreed, but further highlighted the board's accountability to owners. If the board is to faithfully represent owner interests, a minimum requirement is knowing what those interests are. Can a board confidently know if it doesn't ask? Boards should ask, and in a way that thoughtfully explores owner perspectives. It is in that process of discovery that the Policy Governance board offers back to owners the "gift of voice."

Policy Governance boards access that voice through "ownership linkage." This is a set of structured activities through which the board actively seeks out owner perspectives. It's a key element of the Policy Governance board's job. At its most effective, ownership linkage is built into the board's annual schedule as part of the board's ongoing, perpetual agenda. The image it suggests might be a lightly, but well-travelled, two way road that ensures both board and owners are in touch and informed about things that matter to both. The key point is that the voices of owners are actively sought and brought into the governance process.

Boards serve on behalf of "ownership as a whole," so they will want to ensure that linkage activities go beyond the loudest and most passionate voices to an inclusive and balanced understanding of the perspectives of that whole. That owner voice will speak most clearly in shaping organizational purpose. Why does this organization exist? What benefits will be produced for which people? This is found in the Ends policies, which is quite simply the place where the board – well-informed about the owners' values - speaks to how they aspire to change the world.



Gifts for the CEO

ERIC PHINNEY - CONSULTANT



Policy Governance® offers many gifts to boards of directors who use it fully. It requires strong commitment, on the part of board members, board chairs and CEOs to get it working well with all its benefits. Most good things in life take hard work. I would like to focus on the gifts that it brings to a CEO.

Years ago I was given a gift of money to buy something for my boat building shop. I happened to be in a larger city at the time where there was a well-stocked Lee Valley store. Anyone who is a wood worker will recognize that Lee Valley is the place you go to buy the very best tools for fine craftsmanship. I knew what I wanted: a really high quality chisel, a sharpening stone and a mallet. I took the plunge and bought the top of the line of each. It was much more money than I usually would have spent but they have been such a gift to my craft that I would never go back to lesser tools. My work now is much more creative, precise, and easier to achieve.

CEOs are often frustrated by boards who question their decisions around means, or who suggest means that do not recognize that the CEO has the unique qualifications to choose the best means of accomplishing the desired results for the organization.

CEOs may worry about how a board is going to respond to a budget document or a financial report. They may be concerned that the work that went into a strategic plan, carefully designed to achieve desired results, will be sidelined by board member suggestions or ideas that have no real basis in expert knowledge.

CEOs are sometimes hampered by restrictive or prescriptive random directives from the board, often based on board member preferences rather than solid governance reasons.

Policy Governance® brings gifts to CEOs by dealing with each of these frustrations.

CEOs are gifted by knowing up front what the expected results (Ends) are, and what the specific limitations to achieving them are. CEOs can use any reasonable interpretation that is justifiable to determine the means or the “how.” They do not have to go to the board to ask permission. The Executive Limitations that are placed on them are for reasons of prudence and ethics, rather than subtle ways of prescribing means.

Many of us have been in board meetings where some members, staring at financial reports, look like deer caught in the headlights. Most often they turn to the one or two qualified financial people in the room, ask their opinion, and then approve the document based on that opinion, rather than on understanding. Policy Governance gives the gift to the CEO of knowing what numbers, rates of increase or decrease or ratios are acceptable – in advance. If those can be demonstrated, the job is done.

Another gift is knowing the strategy for achieving the Ends is the CEO’s responsibility. The plan is the CEO’s document, not the board’s and the CEO will be held accountable for achieving the results.

Finally, the CEO can go into the board room knowing that he or she is not going to come out of the meeting with a list of new ideas to try and reprimands about how not to do certain things. In Policy Governance, any means the CEO chooses is “pre-approved” provided it is consistent with the policies the board has clearly articulated in advance. This frees the CEO from board members or boards meddling in means.

.....
“Policy Governance
brings gifts to
CEOs by dealing
with [typical]
frustrations.”

The Governance Coach™ Team



JANNICE MOORE
President



RICHARD STRINGHAM
Senior Consultant



ROSE MERCIER
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