



Vol. 21 No.1
January 2016

REALBoardTM Advisor

R—RESULTS-FOCUSED E—EXCELLENT A—ACCOUNTABLE & LINKED TO OWNERS L—LEGACY-CREATING

New From The Governance CoachTM

REALBoard Effective Governing Series



PLUS Inside

- Board Administrators -
Unsung Heroes
- Implementing Policy Governance[®] in
a Federation –
Communicating with
Member Associations
- Excerpts from *Focusing
Your Church Board* by
Ted Hull and *Governing
Membership Associations*
by Jannice Moore

Also...Policy Governance[®] Educational Opportunities

Editor's Note

It was a busy summer in our office this year. The consultants of The Governance Coach™ find their clients share similar governance challenges. The Policy Governance model is an integrated system applicable to governing boards of all types and sizes. However, its application is unique for different types of organizations, so our consultants are frequently asked, "How does this model work for OUR organization?"

In response, we are pleased to bring you a new series. *The REALBoard Effective Governing Series* is a collection of books that address the application of the model to different types of organizations. Jannice Moore, President of The Governance Coach, has written a book particular to Membership Associations. If you are on a church board, you'll want to read Ted Hull's new book, *Focusing Your Church Board*. You'll find excerpts from each of these books in this edition of *REALBoard Advisor*. Coming soon is a book from consultant Andrew Bergen on Policy Governance in Schools, and another from senior consultant Richard Stringham on applying Policy Governance in cooperatives is in preparation.

As well, in this issue we focus on the unsung heroes of board governance: the Board Administrator or Secretary. Is your board administration all it can be? Check your scenario against the list on page 4.

We wish you all the best for the New Year!
May 2016 be a year of prosperity and effective governance.

Marian Hamilton



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**A leader is powerful to the degree
he empowers others.**

– I Ching

WHO'S WHO? SORTING OUT YOUR MEMBERS' HATS

[Selected Excerpts from *Governing Membership Associations* By Jannice E. Moore]

In many associations, boards function as if their role still relates to managing the association, instead of governing it. Does any of this sound familiar? Directors sit on multiple operational committees, ostensibly helping the CEO with everything from finance, to human resources, to planning and implementing programs. Well-meaning people sign up to sit on boards, and then wonder what they got themselves in for when their inbox is inundated with messages expecting they will be involved in a myriad of operational details. Board meetings go on . . . and on . . . and on, often rehashing the same issues, without making significant progress. Instead of providing proactive leadership boards find themselves either enmeshed in operational details, or reactively rubber-stamping staff plans. Meanwhile, because the board is engaged in management, often no-one is engaged in strategic thinking, setting long-term direction, and ensuring that the association will remain relevant in the future – the essence of governance.

Old ways of governing will not enable you to provide leadership for the association of the future.

To whom is your board *morally* accountable? On whose behalf does it make decisions about what benefits the association should produce and how much those benefits are worth? John and Miriam Carver call this group the “moral ownership.” For most association boards, this moral ownership (and usually legal ownership as well) will be the members.

Your board needs to have robust connections with your members in order to most effectively set direction for your association. You are governing on their behalf. . . .

BUT . . . DON'T I REPRESENT MY ELECTORATE?

“But,” you say, “I was elected by a specific group of the members. Don't I represent them?” The short answer is “no.” If your association is divided into groupings such as geographical regions, with each region electing a director, it is tempting to think you are there only for the members who elected you. However, not only is that thinking inconsistent with Policy Governance® principles, it is also inconsistent with your legal responsibilities. Rather than thinking of *representing* the group that elected you, think of *coming from* that group. The fact that the association is organized in this particular way simply means it is how directors are chosen to be on the board. Once you are there, your fiduciary responsibility (see more about that later in this chapter) is to make decisions in the best interests of the

entire group of member-owners, not just those who elected you. It is appropriate for you to raise issues and concerns from your particular group, but when it comes time for decisions, your responsibility is to decide in the interests of the whole, not in the interests of your sub-group. This isn't always easy, and at times may even mean your re-election is in jeopardy, but it is your legal responsibility.

MORAL OWNERS DIFFERENT THAN STAKEHOLDERS

It may be tempting to confuse this idea of moral owners – we'll just call them owners from now on for simplicity – with stakeholders. Stakeholders include everyone who has an interest in the association. An association's stakeholders might include the employees, the government or other agencies providing grants, vendors, and other related associations. Certainly your association board has some responsibilities to each of these groups – for instance, to be sure employees are treated fairly, vendors are paid on time, the requirements of granting agencies are met, and so on. However, there is one major difference: your board is not accountable to the stakeholders *for deciding what benefits the association is to produce*. For that most important decision, it is accountable to the ownership.

MULTIPLE MEMBER HATS

In a membership association, the same member may wear three different hats. It is important that your board be able to distinguish its role in each of these relationships.

The Owner Hat

The first hat members wear is that of *owner*. This relationship is with the board. In the owner relationship, the board needs to hear from members thinking not only about themselves and their own interests, but thinking about what the association is trying to achieve for the good of all beneficiaries. When I think as an owner, I have to ask, “In the context of limited resources, what needs is it most important to meet for the benefit of the members as a whole?” Or, if the association has been created by a group of members interested in producing some greater public good, what benefits is it most important to produce to achieve that public



good, and who should the beneficiaries be? The board's accountability is to the owners as a whole.

The Customer Hat

The second member hat is that of *customer* or user of the association's services. When wearing this hat, a member's concern is for what service he or she is personally receiving – “what's in it for me?” – regardless of how that might affect the membership as a whole. This customer relationship belongs to the CEO, who is accountable to the board for ensuring the association provides the benefits the board has specified.

The Volunteer Hat

A third hat some members may wear is that of *volunteer*. In many membership associations, the work of the association would not be accomplished if it were done only by paid staff. The contribution of unpaid volunteers to achieving the Ends is often critically important. Since the CEO is charged by the board to ensure the Ends are achieved, the

coordination of the efforts to make this happen is through the CEO. The CEO and staff are expected by the board to find effective ways to engage members as volunteers, in “making it happen.” Other than when a member's volunteer service is to be a board director, this volunteer relationship is with the CEO, not the board.



BOARD ADMINISTRATORS – UNSUNG HEROS

By Jannice Moore

To coin a new twist on an old phrase, “Behind every successful board stands a great board administrator.” From the Corporate Board Secretary with his or her own staff, to the CEO's Executive Assistant who has a dual role of supporting the board, to the very small organization CEO who fills the role, the Board Administrator is a significant factor in board success.

Picture board meetings supported like this:

- The agenda package is available at least a week in advance of your meeting, allowing you time to properly prepare. The package is well organized, clearly distinguishing among background material for board decisions, monitoring information and incidental information. You can find items quickly, the board can stay focused and the meeting takes less of your valuable time.
- Information needed for board decisions is complete.
- Monitoring reports are in a consistent format to simplify your work.
- The policy manual is up-to-date so you are always working from the most current set of board decisions.
- When the board deliberates on Ends, summary information from ownership linkage and board education sessions is at your fingertips.
- Clear minutes are available shortly after the board meeting.
- At year-end, you are provided with a one-page summary of the board's assessment of CEO monitoring reports, making the year-end evaluation a breeze.

If you are the board chair, there are some bonuses for you:

- You have access to a current agenda planning cycle for several years.
- You are provided with initial drafts of meeting agendas based on the planning cycle, and items tracked from previous meetings, allowing you to flesh out further details.
- The board self-evaluation process is coordinated if you have assigned board members specific evaluation tasks.

If your current support doesn't include all of the above, investing in this often unsung hero – the board administrator – to ensure he or she has a sound understanding of Policy Governance® principles is a wise decision. Given that in most organizations board members change with some regularity, the board administrator often becomes the most expert person in the organization regarding the application of Policy Governance. Do yourself a favour and ensure this person receives the education needed to stay current on best practice application of the principles.



BEHIND THE SCENES OF POLICY GOVERNANCE®

with Jannice Moore

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- For Executive Assistants, Board Secretaries, Board Assistants and other Board Administrative Staff who wish to successfully enhance their board's activities.

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- Simplify processes for monitoring the CEO
- Help the board stay out of the kitchen
- Support the board's agenda planning process more effectively
- Support the board's development and self-evaluation
- Create a governance information system to support the board's work

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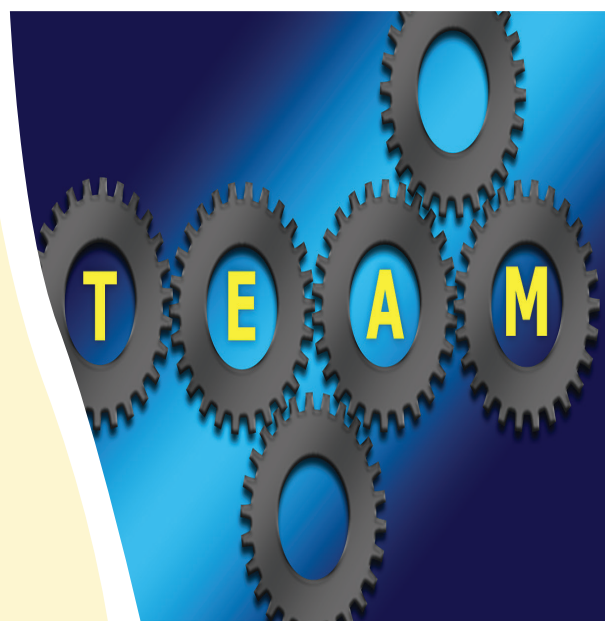
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"Excellent exercises that provided practical solutions and examples!"
- Participant

IMPLEMENTING POLICY GOVERNANCE® IN A FEDERATION – COMMUNICATING WITH MEMBER ASSOCIATIONS

By Rose Mercier

Successful organizational change requires careful planning. Membership organizations, particularly federations, need a plan beyond the board's plan for the changes it will make in how it functions. Federations' member associations are typically owners and customers simultaneously, often in daily contact with both staff and board members. The board's decision to operate as a Policy Governance board will impact the nature of the relationships to which everyone has grown accustomed. It is a wise board that addresses not only how it will make the transition but also how it will facilitate its member associations to make the transition to participating as owners and customers, and knowing how to distinguish these relationships.

Several years ago, I attended the professional qualification course for Guiding Organizational Change led by Chris Edgelow of Sundance Consulting. I continue to use his framework for organizational change with great success. The applicability of this integrated approach to strategy, change, transition and communication has been particularly helpful in working with federation boards to implement Policy Governance.



It may seem curious that the adoption of Policy Governance by a federation board would prompt worry by its member associations. After all, the board's primary relationship will be with them and it will be their values and priorities that the board translates into policies to direct the federation. However, member associations' interests are frequently more short-term and focused on their individual needs – their needs as customers. Member associations often become adept at using their relationships with staff and board members to present their case as customers. They usually persist until someone says, “Yes,” and often resort to addressing the issue to the board if all else fails. It's not important to them how the need is addressed – via staff decision or board decision – only that it is addressed. When a board implements Policy Governance, it delegates the management of customer issues to staff and no longer includes these items on the board agenda. Members may resist this change in established practices and perceive a loss of power – unless the board is purposeful in its communication.

The major reason change fails in organizations – which happens 70 percent of the time – is the failure to manage the human side of change. A primary contribution to this failure is poor communication. Strategic communication will mitigate against misunderstanding and resistance, and support a successful change effort.

Once a federation board has decided to implement Policy Governance, I emphasize the essential need to boost its communication efforts. Business as usual won't suffice. Communication with members, staff and stakeholders needs to increase in variety, frequency and quality. This does not mean more e-mail or web postings! One of the most valuable axioms I carry with me from the *Guiding Organizational Change* training is that “Information + Technology does not equal Communication.” E-mail and web sites are useful for transferring information. Passive provision of information, however, does not lead to the exchange of ideas or create opportunities to ask questions and get answers. However, this exchange and questioning are prerequisites to changing the opinions, beliefs, attitudes or behaviour that are necessary to achieve optimal benefits from implementing Policy Governance in a federation.

The specific plan that a federation board and its CEO implement will depend on the unique dynamics of that association. However, the essence of effective change communication remains the same. The initial communication should include all of the following elements:

1. Start by being clear about why the board is making this change. It should be compelling – “This is why we adopted Policy Governance.” The board could use its own answers to questions about its effectiveness in an introductory workshop or pre-workshop survey. It should present these reasons from the perspective of the members (as owners and customers), the staff and stakeholders. Explaining what would happen if the federation board hadn’t made this change helps convey a sense of urgency that makes change easier to accept.
2. Describe the benefits of Policy Governance, what the federation will become as a result of implementing this change and the implementation process. How will members and stakeholders be affected, positively and negatively by the change? What’s in it for them? Don’t overdo this part of the message in the initial communication. Organizations often mistakenly start with the benefits of change. However, creating a sense of urgency and dealing with the concerns of those affected are more important. The board can return to benefits as implementation proceeds.
3. Articulate what the board believes will be the concerns of members, staff and stakeholders, and point out what the board will do to address those concerns. Are there resources available for those directly impacted by this change? This is where a board should spend most of its time. This is the exchange that will contribute to changing opinions and attitudes and adoption of new behaviours.
4. Point out what is staying the same and how the change protects what is important in the federation – the power of members to influence the direction of the federation, the ability to achieve results, and protection against the risks of unethical or imprudent management decisions.

As the implementation of Policy Governance continues, the board’s communication with the members and stakeholders, and the CEO’s communication with management staff and committees should continue. It is important to build confidence in the change process through open communication. The board needs to be honest with members when it doesn’t have an answer, explain what it is doing and provide as much information as it has. The board and CEO need to recognize that the transition to a membership that fully embraces the power of Policy Governance will happen at different rates for different groups and individuals. Find different ways to support those who are struggling with the change.

By taking a proactive approach to communicating the importance and value of the change made by adopting Policy Governance, a federation board will create an environment in which the federation achieves optimum benefits. Who knows, it may inspire its member associations’ boards to look seriously at implementing Policy Governance as well.

THE GOVERNANCE COACHTM IN YOUR AREA...

As of this publication date, a member of The Governance Coach Team will be travelling to the following areas in 2016:

January 14 Winnipeg, MB
January 20-21 Detroit, MI
February 11 Toronto, ON
February 18-24 Orlando, FL
February 24 Toronto, ON
February 27 Vancouver, BC
March 1-3 Waskaganish, QC
March 9 Vancouver, BC
March 10-11 Edmonton, AB
April 13-14 Saskatoon, SK
Intro & Advanced Open Workshops
April 20-21 Edmonton, AB
April 25-26 Calgary, AB
Behind The Scenes Open Workshop
April 29 Los Angeles, CA

Share the cost of expenses!

If your organization would like to hold a Policy Governance[®] workshop or meet with a member of The Governance Coach[™] team while they are in your area, please contact:

Marian Hamilton
Office Manager

Tel: (403) 720-6282

Email: marian@governancecoach.com



INTRODUCTION TO POLICY GOVERNANCE®

*with Jannice Moore
& Andrew Bergen*

April 13, 2016

Saskatoon, SK

9:00 A.M. – 4:00 P.M.

Networking Breakfast at 8:30 A.M.

Lunch provided

Who Should Attend?

- New board members or executives of a board using Policy Governance, to help you get up to speed with the governance process used by your board.
- Board members or executives of an organization not currently using Policy Governance, who would like to know more about how it works.
- Board members or executives of an organization using Policy Governance, who would like a refresher to better understand the model.
- Staff members who provide administrative support to a board using Policy Governance.

At the conclusion of this one-day workshop ...

Participants will have a clear understanding of the principles of John Carver's Policy Governance® model. This will include understanding:

- The major components of the job of governing and the accountability of the board
- Why the board's primary focus should be the organization's long-term results and how to maintain that focus in practice
- How the board can clearly delegate to hold executive staff accountable
- The concept of monitoring the CEO's compliance with policies
- The different types of information a board needs and being clear about expectations
- How to structure the board and its committees to govern most effectively
- How to structure board agendas so that the board controls its own agenda and uses it as a method of governing proactively.

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*"This session provided
a good over-all understanding
of Policy Governance®.
The networking was great!"
- Participant*

DOES THIS SOUND LIKE YOUR BOARD?

[Excerpt from first chapter of *Focusing Your Church Board: Using the Carver Policy Governance Model* by Ted Hull]

Many board meetings are focused and meaningful. People sit around a table interacting on the future direction of their church. They discuss how their congregation can have a greater impact on their communities. How can the church address some of the needs of families on the same street? How can the ministries of the church assist attendees to grow in their faith?

Just as many church board meetings start by members arriving with a set agenda. The pastor brings forward some plans that require board approval. These plans sound like they will evangelize the city, solve community homelessness, get teens off drugs, and fill the pews. With such noble and ambitious plans, the meeting requires little more than some cursory discussion followed by the board members figuratively pulling out their rubber stamps.

How does it get to be this way? Is that just the way boards work, or are there cultures that contribute to rote board behavior? If it's the latter, how does that change?

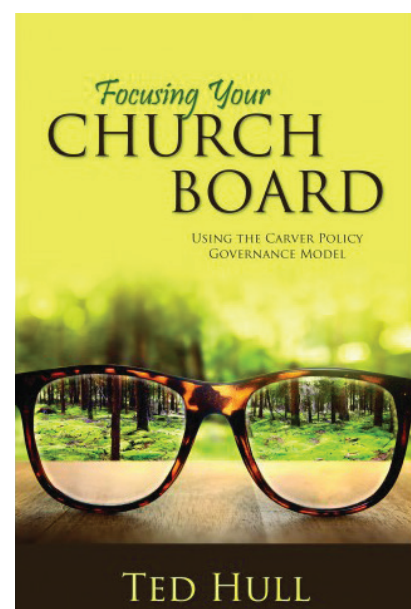
If board members come onto a board without an understanding of what their job entails and without any training, it only makes sense that they will tread softly. Better to be thought a fool by the minority than to open one's mouth and prove the minority right. So they sit quietly and watch what others do. The idea that a board will have any discussion about who the church will impact, and what that impact will look like, has never been considered. After all, that's the pastor's job. . . .

There is a newbie on the board. She's a young single professional lady who has been voted in by a progressive church as the token representative for the church's women, singles, and young adults. She's too inexperienced and naïve to know better than to ask provoking questions. With the pastor expressing such a clear and compelling vision with passion and vigor, most questions would be rendered somewhat between irrelevant and disrespectful, but she treads where veteran board members fear to tread. "How is our suburban church geographically positioned to effectively care for homeless people? Do we have enough money to pay for the staff to work with troubled teens when our previous motion said we would start a campaign to raise funds for a new console for the pipe organ?" How might we expect the board chair to respond? "Wow, Julie, we're so glad you're on the board to ask these good questions." Or does horrified silence express the board's abhorrence, leaving our new board member embarrassed but educated? . . .

Maybe it's better to be passive than actively engage in any kind of meaningful leadership role that adds value to the organization. . . . In light of the fact that board members aren't thoroughly versed in the issues, passivity is passed off as wisdom.

When a board responds passively to information it receives, any decision it's required to make as a result of that information will tend to be reactive rather than proactive. Instead of the board giving proactive consideration of how the church can impact the community, it reacts to whatever is placed in front of it. Of course, there are boards that think they are proactive, convinced that it's their job to set the direction for every detail within an organization. But that's not being proactive; that's micromanaging, but we'll look at that later. I'm talking about those board members who come to a board meeting, fold their arms, wait for the information to be downloaded, and then react subjectively to the information they're given. All that's left to do is raise their right hands a little higher than their elbows.

While we're on the subject of subjectivity, board members are often more subjective than objective. Any input or decisions are based on feelings rather than facts. This is demonstrated by responses such as, "Sounds good to me," or "I just don't feel comfortable with the idea." When I hear that, I'm not sure what part of a board's anatomy is uncomfortable



– and if it was comfortable, what would that feeling be? And in what way is something that “sounds good” better than the alternative? The truth is that the board has no objective reference point for its decision, just subjective comfort or discomfort.

A board will often default to being pragmatic rather than principled. The opposite of principled is not always unprincipled. A board often makes decisions based on what works rather than on the basis of any principles. . . .

Do you ever wonder why your board meetings have to be so long and tedious? One of the reasons is because the default position of the board is permission-withholding rather than permission-granting. . . Boards are afraid that if they don’t hold to the default permission-withholding position, things could get out of control.

That concern squeezes the life out of a board trapped between the rocks of micromanagement and rubberstamping. To avoid that dilemma, a board may want to see micromanagement and rubberstamping as two ends of a continuum. No board wants to characterize itself as micromanaging or rubberstamping, because those are considered to be unacceptable terms. So it tries to balance itself on the center point of the continuum by *tweaking*. When a board tweaks something that’s brought forward by the pastor, it’s often the board’s way of preventing its collective conscience from feeling guilty of micromanaging or rubberstamping. If it gets into too many details, it’s micromanaging, and that’s apparently a bad thing. Rubberstamping, on the other hand, means its role is meaningless. Tweaking usually constitutes some semantical or nonmaterial changes. That becomes the board’s way of appeasing its collective conscience. . . .

If I’ve described features that you see in your board and if you want to address those challenges, there is hope. There’s no need to resign. . . .

For answers to the challenges posed here, Ted’s book is available at

<https://estore.governancecoach.com/>

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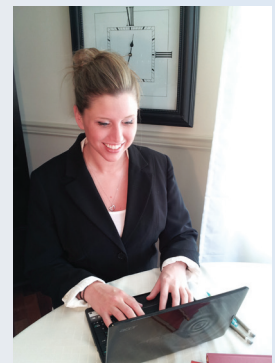


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TO COMMITTEE OR NOT TO COMMITTEE ... THAT IS THE QUESTION

[Excerpt from *Governing Membership Associations* By
Jannice E. Moore]

Many associations have a plethora of board committees. The following list is not exhaustive, (although it may be exhausting):

- Executive Committee
- Education Committee
- Negotiations Committee
- Outreach Committee
- Finance Committee
- Research Committee
- Human Resources Committee
- Advocacy and Communications Committee
- Information Technology Committee
- Conference Committee
- Health and Safety Committee

Do any or many of these sound familiar? Has the board appointed board members to them? Has the board appointed or approved the entire committee membership? Do these committees report back to the board?

While appropriate board committees can be very helpful to the board, it is critical to understand what work is and is not appropriate for a board committee. In order to preserve the clarity of delegation from board to CEO, the board should never establish a board committee to help the CEO with an operational area that is within the CEO's delegated responsibilities. Such "help" serves only to interfere with the board's ability to hold the CEO truly accountable.

For example, in the Policy Governance® system . . . the CEO has been delegated the responsibility to manage finances, within the parameters set out by the board in its Executive Limitations. If the board then creates a Finance Committee to review and advise on financial matters, that committee is interfering with clarity of delegation and the board's ability to hold the CEO accountable. The Director of Finance, ostensibly accountable to the CEO, now has one or more directors advising him or her: to whom does the Director listen? If the Director of Finance listens to the directors (who, parenthetically, are not the whole board), he or she stands in danger of not fulfilling the expectations of the CEO, who is accountable to the whole board. But if the Director of Finance listens to the CEO, and acts inconsistently with advice from the board committee, the committee is upset.

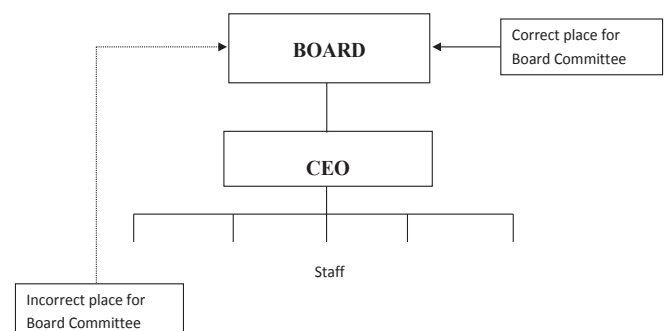
"O give me your pity, I'm on a committee
Which means that from morning to night,
We attend and amend, and contend and defend
Without a conclusion in sight.
We confer and concur, we defer and demur
And reiterate all of our thoughts.
We revise the agenda with frequent addenda,
And consider a load of reports.
We compose and propose, we suppose and oppose,
And the points of procedure are fun;
But though various notions are brought up as motions,
There's terribly little gets done.
We resolve and absolve, but we never dissolve,
Since it's out of the question for us.
What a shattering pity to end our committee.
Where else could we make such a fuss?"

Cook, Merrill. Posted by Merrill Cook at note 10974
of Pnet Chat, a meeting on PresbyNet, the PCUSA
electronic bulletin board. (Accessed July 2001)

There is a better way! The board should create board committees only to assist it in its own work: (1) linking with the member-owners, (2) developing sound policies, and (3) assuring CEO accountability. That work does *not* include operational areas, because they have been delegated to the CEO. Therefore, only a board committee that assists the board with one of its own tasks is a legitimate board committee.

Your board might decide to have a committee to assist it in developing a long-term plan for linking with the owners. It might decide to strike an ad hoc committee to do background work preparatory to developing a particular policy. It might choose to have an Audit Committee to assist the board in making an assessment of CEO compliance with financial policies. All of these are appropriate possibilities for board committees, because they are assisting the board to do its own work. The appropriate placement for a board committee is illustrated in the Figure below. The board committee work is generally done prior to a board decision, providing appropriate background help for the work of the board as a whole.

BOARD COMMITTEE STRUCTURE



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Committees that are named after internal departments of the association are usually suspect: finance committee, human resources committee, program committee, communications committee. All of these are about internal matters for which the CEO is accountable to the board. Therefore, the board should not have committees in these areas, other than to help it develop board level policy or monitor the CEO's compliance with policy. In short, a board committee should help the board do work at a *pre-board* level, rather than at a *sub-board* level, because everything below the board is delegated to the CEO. A board committee is not needed to "keep an eye on" the internal operations if the board has sound policy governing those operations, and a structured system of monitoring compliance with that policy, as we discussed in earlier chapters.

In addition to being certain that a committee is being formed to assist the board with its own work, there is a second criterion to consider before striking a committee. The board should recognize that creating a committee interferes to some degree with the holistic nature of the board. In particular, Standing Committees fall into this realm. They create a sub-group of the board with certain expertise. This may result in fragmenting the unity of the board. Therefore, before striking a committee, consider whether the expected value of this committee outweighs the potential damage to board unity.

BUT . . . COMMITTEES GROOM FUTURE DIRECTORS

"But committees are a great way to identify and groom members who would make good potential directors," you say. This traditional method of grooming people by putting them on old-style operational committees assumes people who make good operational volunteers will therefore make good board members. Often the opposite is true. The people who are really good at helping with the operational details will be in for a rude awakening when they discover that's not the board's job. There are better ways to identify potential board members. As board members engage in ownership linkage, they can keep their eyes and ears open for members who display the characteristics that would make good directors – people who see the big picture, rather than only their own interests as users of the Association's services. (Of course, the CEO may continue to involve members in operational committees and should be free to advise the board of any members that display characteristics that would make good directors.)

Another possibility is advertising an orientation session for members potentially interested in sitting on the board. Use the session to explain the characteristics that make a good board member, and why they are important. Grooming potential board members can start by educating the members in general about what the role of the board is and how it operates – not all the intricacies of Policy Governance®,

but the basics – that the board is there on behalf of all the members, to set longer-term direction and expectations for results, rather than to help the CEO manage. You could invite people who have a possible future interest in being on the board to observe some meetings. The Board and CEO can create a set of characteristics that make good board members and collectively be on the lookout for them. (*See the Best Fit Board tools described elsewhere in this newsletter for help in this area.*)

SETTING CLEAR EXPECTATIONS FOR COMMITTEES

When striking a *board* committee, it is very important the board determines its expectations of the committee, and sets those expectations clearly for the committee. It is never appropriate for the board to strike a committee and then ask it to go away and come back with its own terms of reference or charter. If the board is not clear about why it is creating a committee, it should not create it! Expectations should include at minimum the results expected from the committee and the limitations on the committee's authority. Can it spend any money? Is it authorized to call on staff for administrative support, and if so, how much staff time can it use? (Boards often do not realize that their committees consume enormous amounts of staff time, which could often be used to better advantage.)

Rather than setting out a list of committee tasks or activities, identify the desired results of the committee's work. This approach is in keeping with the Policy Governance principle that an individual or group to whom a desired result is delegated should have the right to choose the most appropriate means.

For example, desired results might be "Options for board decision re: selection of financial auditor and liaison with auditor on behalf of board," or "A current ownership linkage plan that enables constructive board dialogue with owners related to Ends issues, for the board's consideration."

When determining what the board wants of a committee, it is almost always better to ask the committee to bring to the board a set of alternatives, with their implications, rather than a single recommendation. A recommendation provides the board with only two choices – approve (rubber-stamp), or reject. If the board approves a recommendation, the whole board may not have given it the necessary thought, and if the board rejects a recommendation, the committee members feel that their time and effort was

wasted. However, if the committee is requested to research an issue, identify alternatives and the implications of each alternative, the board has a useful product to which it can apply its values, and the committee members feel that they have spent their time well. . . .

OPERATIONAL COMMITTEES

You may be asking, "But how will the work of the association get done if we don't have committees? We don't have enough staff to do it all." While the guidelines we have just discussed about committees encourage boards to be minimalist in striking *board committees*, the CEO may choose to use as many committees as necessary to assist him or her in operational matters. Such committees, however, are not appointed by the board, the board does not appoint members to them, nor do they report to the board. Their authority derives from the CEO, and they are accountable to the CEO. If policy-related issues arise from operational committees, the CEO should bring those issues to the board in the same way as any other policy issue.

What if you are a small association and the CEO would like to have a board member on one of those operational committees because that individual is the best expert available on a particular matter? The CEO

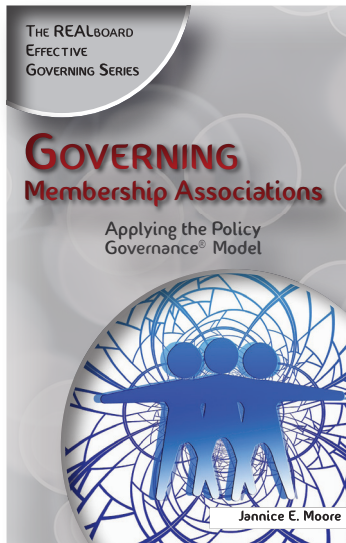
may choose to request a board member to act as a volunteer staff member on an operational committee. However, there are some strings attached in such a situation:

- It must be clear that it is entirely the CEO's choice. That means the board does not appoint a board member to sit on the operational committee or prescribe that the CEO shall have an operational committee.
- The board member on this committee is not functioning as a board member. He or she is there as an operational volunteer, and in this role is accountable to the CEO. The board member does not report back to the board about the work of the committee. The CEO remains accountable to the board for operations.
- Other committee members need to understand the previous point, so they do not defer to the board member, thinking that person has extra authority.

As you can see, this situation can pose challenges, but it is not impossible to do within Policy Governance® principles.

Governing Membership Associations is now available on our estore. For all Governance Coach resources, visit us at:

<https://estore.governancecoach.com/>





ADVANCED POLICY GOVERNANCE®

*with Jannice Moore
& Andrew Bergen*

April 14, 2016

Saskatoon, SK

9:00 A.M. – 4:00 P.M.

Networking Breakfast at 8:30 A.M.

Lunch provided

Who Should Attend?

Board members, Board Chairs, CEOs and administrative staff who want an in-depth look at advanced application.

The Power of Monitoring

Monitoring provides a mechanism for the board to control without micromanaging. This advanced session features “hands-on” work with monitoring reports. You will learn:

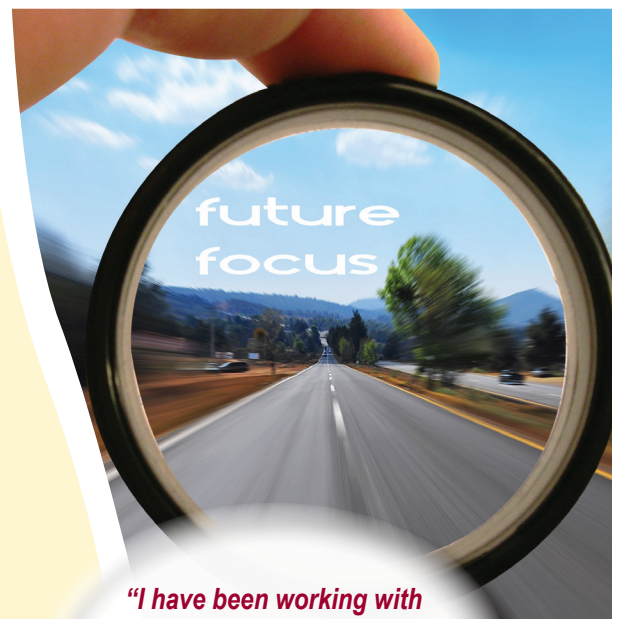
- What should be included in a monitoring report for Ends or Executive Limitations
- What should not be included in monitoring reports and why
- How to write a good interpretation
- What constitutes evidence in a monitoring report
- Tips on how to save time in writing monitoring reports
- What to look for in an interpretation, or in evidence
- What should be included when engaging an external monitor
- When and how to appropriately do ‘direct inspection’
- Tips on how to save time when assessing monitoring reports
- How to document the board’s decisions about monitoring reports
- How monitoring reports and CEO evaluations connect

Future-Focused Agendas

One of the key roles of the board is setting direction. Your board has implemented Policy Governance successfully, but...

- Are your policies in place, but your board is complacent or you don’t know what to do next?
- Is your board “stuck in the mechanics” of Policy Governance?
- Are you using Policy Governance as a tool to govern well?
- Does your board apply the model effectively to provide future-focused leadership?
- Do you need tools & tips to create agendas that set the course for a healthy, viable organization today and in the future?
- What do you do with ownership linkage information?

This advanced session will answer these important questions to assist you in moving from good to great governance!



*“I have been working with
“Carver” for several years,
but now I actually feel like
I understand the whole system!”
- Participant*

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www.eventbrite.com/e/advanced-policy-governance-workshop-tickets-19226342508

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Call: 403.720.6282

The Governance Coach™ Team



Jannice Moore



Richard Stringham



Rose Mercier



Andrew Bergen



Joseph Inskeep



Dee Incoronato



Ted Hull



Paul Zilz

The Governance Coach is pleased to introduce our newest consultant... Paul Zilz

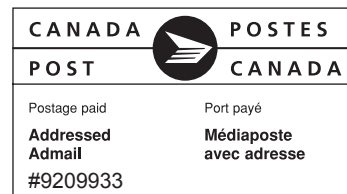
Paul brings over 25 years of experience in finance, insurance risk management, market development and sales. Paul was personally trained at the Policy Governance® AcademySM with Miriam Carver. Paul holds a Master of Business Administration from Indiana University – Bloomington. He currently serves on the boards of Lutheran Bible Translators and United Way of Whitley County. Paul brings special emphasis on the application of Policy Governance® to faith-based organizations, and his major area of focus is governance for the churches, schools and colleges, Districts and Recognized Service Organizations of the Lutheran Church-Missouri Synod.

NEW VIDEOS

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with Ted Hull

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EXPERT COACHING. PRACTICAL RESOURCES.

October
19 & 20

Ottawa, Ontario

Board Chair Forum on Policy Governance® with Jannice Moore

This two-day forum is an opportunity for the "Chief Governance Officer" - Board Chair - as well as the Vice-Chair and those being prepared for board leadership positions to learn practical methods of providing leadership to your board, and network with the leaders of other boards using Policy Governance.

Participants should have a basic understanding of the principles of the Policy Governance model. Limited registration to allow for individual attention.

Save
the
Date

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