

REALBoard Advisor

R—RESULTS-FOCUSED E—EXCELLENT A—ACCOUNTABLE L—LINKED TO SHAREHOLDERS/OWNERS

Candidates and Criteria

Looking for the Best Fit

By Jannice Moore

Have you ever been hired for a job, only to discover that it wasn't the job you thought it was? How long did it take before you became frustrated? Conversely, have you ever hired someone for a job, only to discover that the person had great skills, but not for that job? How long before you became frustrated with them?

Trying to fit a square peg into a round hole is a good recipe for frustration and failure. It's unfortunate that boards seem to try it quite regularly. It goes like this: "We have a board vacancy. We currently have someone with an accounting background, and someone with human resources experience. But we don't have anyone with marketing expertise. I guess that's what we should look for."

This board is recruiting for the wrong job. In this case, it is looking for someone who can consult to the CEO in operational areas, instead of someone who can govern.

An article in *The Globe and Mail* newspaper last October described Block Parent Canada as an organization in "dire distress." This program aids children in frightening situations by identifying "block parent" homes with signs, and teaching youngsters to head to a home with a Block Parent sign in the window if they are in trouble. In 1995 there were nearly a quarter million homes in the program.

In 2013 there are about 25,000, a ten-fold decline. Broad cultural changes have resulted in difficulties recruiting volunteers; technology and digital tools have resulted in alternative methods for parents to monitor the safety of their children. The organization is [just now, in 2013!] "working on" a smart-phone application, although they don't yet know what it might look like or how it might function. The President was quoted in the article as saying, "We have no idea about that kind of thing. We're just mothers and grandmothers that sit on this board."

Somewhere along the way, this board has lost sight of an important part of its job, exercising foresight, and therefore apparently has not recruited board members with the skills to fulfill that role. It is no wonder that the organization is in decline. Such a board could – and probably does – have people with a passion for the organization's mission, and a variety of valuable skills, but could still miss the mark, because the board's job is unclear. That lack of clarity can result in recruiting people with great skills, but the wrong attributes.

Begin at the beginning

The starting place for board recruitment is having a good grasp of the board's job. Only then is it possible to determine what personal attributes best equip an individual to be a board member.



There are three crucial components to the board's job:

- Forging and maintaining a connection with the people on whose behalf the board governs – the "owners" or shareholders.
- Developing broad policy that sets direction for the organization, and assures organizational performance.
- Monitoring the CEO to ensure that the policies have been followed – that the organizational results are being achieved, and that imprudent or unethical situations are not occurring.

What are the qualities that are the best fit to do that job? Some of these qualities are addressed in other articles in this newsletter, but let's examine them from the perspective of the job components of the board.

Attributes for Connecting

Connecting with the people on whose behalf the board governs requires board members who are prepared to focus beyond the organization's internal workings to what the organization

should deliver for its beneficiaries. It requires individuals who are *willing to serve* by being ready to participate in connecting with owners in order to understand the range and intensity of owners' perspectives. Only with that knowledge can the board make decisions on their behalf. This willingness to serve – to stand in for the owners – should be the main reason for wanting to join the board, rather than the desire for status, title, social connections or financial reward. There should also be clarity that other commitments or relationships will not create a conflict of interest with board work.

Policies are expressions of values. Board members need to be able to participate in *discernment of values* as the basis for developing policies to govern the organization.

Attributes for Developing Policy

Developing policy that sets organizational direction requires people who are *big picture thinkers*. Look for people who are willing to think in terms of systems, rather than focus on the minutiae of day to day events. Boards must *exercise foresight* (the notable lack in the board cited at the beginning of this article). Daniel Kim (1) describes foresight like this: "Foresight is about being able to perceive the significance and nature of events before they have occurred. . . . An ethical responsibility of a leader is to know the underlying structures within her domain of responsibility and be able to make predictions that can guide her people to a better future."

Carol Hansell (2), an internationally recognized lawyer specializing in governance, says: "Effective directors do not focus exclusively on the company and the results of its operations but instead take positive steps to inform themselves about the industry and broader environment within which the

company operates." This broader understanding is essential to sound policy development.

Another important attribute needed is *critical thinking* ability. Does the board candidate have the ability to ask insightful questions regarding adequacy of policies? Is she able to assess evidence in a logical way in order to determine new knowledge and direction?

Policies are expressions of values. Board members need to be able to participate in *discernment of values* as the basis for developing policies to govern the organization. They need to be prepared to measure decisions against high ethical standards of what is right.

Attributes for Monitoring

Assessing information to determine whether policies have been followed is another board job that requires *critical thinking*. Are board members able to ask insightful questions when determining compliance with policy? Can they evaluate the credibility of sources of information and opinion?

Clarity

Knowing what the board job is, and the attributes that best match the ability to do the job, is important. There is also a need to be clear about what the board job is *not*. Candidates may come with inaccurate expectations from their previous experience. If a candidate does not understand that the board job does not include advising or consulting staff, he may be a poor fit. If she comes assuming that an important part of the job is sitting on operational committees such as finance, human resources, or programs, she may be quickly frustrated when such assignments do not materialize.

Team Skills and Attributes

Once you are clear about the components of the board job, and the characteristics that relate to those components, consider that the board is a group of people that must act as one. While it is desirable to have many diverse perspectives on an issue, the bottom line is that the board has to make decisions collectively. Thus,

you will want to look for characteristics in board candidates that fit with being good *team players*. Andrew Bergen's article in this newsletter illustrates this point.

Does the candidate understand that the board's authority is as a group, and that the individual board member has no authority? Is she open to a diversity of opinions and *willing to respect others' opinions*? Will he be able to develop a good working relationship with other board members? Is he willing to participate in group discussions and share opinions, but once a board decision is made, honour it even if he did not vote for it? Is she prepared to live within whatever rules the board sets for itself? If the board has chosen to use web-based technologies for its communications, is the candidate willing to learn and use them as part of the team?

Is he able to *articulate ideas* well, and actively participate at meetings? Can she contribute to *debate in a constructive manner*? When necessary, can she assertively provide a different point of view for a good decision?



Does the prospective board member have a *learner mentality*? Is the individual prepared to seek out learning opportunities, participate in board education, and willing to learn the board's governance system?

Passion and Commitment

Last, but not least, do the deep-felt interests of the candidate align with those of the organization? Passion for the mission of the organization is usually important to a board, especially in the not-for-profit sector. The individual who cares will be more likely to make time for the board's work a priority. Board members need to understand that the *work does not begin and end at the board meeting*. Preparation time is essential. Connecting with owners often requires additional time commitment. Find out if the candidate's other

commitments will interfere with his ability to devote the necessary time to be a productive board member.

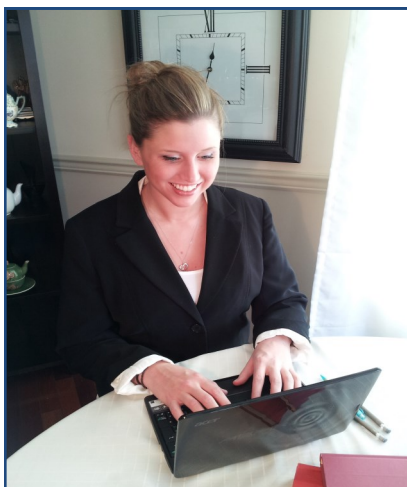
Putting the Pieces Together

Once you have clarity about the board's job, and the personal characteristics that are consistent with board membership, only then should you consider other aspects such as the overall diversity of the board, a complementary mix of skills, experiences, and thinking, and what gaps the board has identified in its current mix

One way to do this is to develop a matrix of current board members to help you identify where there may be gaps. We have developed several downloadable tools (see Page 7 in this newsletter) to assist your board in identifying the relative importance of various characteristics to your particular situation, to identify gaps, and to ask the kinds of questions that will help you determine if potential board members possess those characteristics. Visit our e-store for more information on our downloadable documents, *Best-Fit Board Matrix™* and *Best-Fit Board Builder™*.

- (1) Kim, Daniel. *Foresight as the Central Ethic of Leadership*. Indianapolis: The Greenleaf Center for Servant-Leadership, 2002.
- (2) Hansell, Carol. *Corporate Governance: What Directors Need to Know*. Toronto: Carswell, 2003.

Jannice Moore, President of The Governance Coach™ has over thirty years experience as a manager, planner, consultant and educator and was personally trained by John Carver at the Policy Governance® AcademySM. She has assisted hundreds of boards in a variety of fields to implement the Policy Governance model. She has a Masters degree in Health Services Administration from the University of Alberta, and is a Certified Health Executive. Jan is author of the book Governance for Health System Trustees, published by the CHA Press, as well as the Policy Governance Toolkit series, and is a regular author in Board Leadership, published by Jossey-Bass. She is a past Chair of the board of the International Policy Governance® Association and is currently Chair of the board of Wycliffe Canada.



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One of the most important contributions a governing board can make is providing clear direction about organizational purpose. This book will provide you with details, tips and tools to make your board meetings "future-focused" in a way that will keep your organization relevant in a rapidly changing world.

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Introduction to Policy Governance®



April 7, 2014 Winnipeg, MB

The Delta Winnipeg Hotel

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***.

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

- Participant

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Or call (403) 720-6282

Advanced Policy Governance

With Jannice Moore, The Governance Coach™

April 8, 2014 Winnipeg, MB

9:00 A.M. - 4:00 P.M.

The Delta Winnipeg Hotel



"I have been working with "Carver" for several years, but now I actually feel like I understand the whole system!"

- Past Participant

Who Should Attend?

Board members, Board Chairs, CEO's and administrative staff

The Power of Monitoring

Monitoring provides a powerful mechanism for the board to control without micromanaging. This advanced session on monitoring will feature the opportunity to do "hands-on" work with monitoring reports.

Here's why you should attend if you write monitoring reports! You will learn:

- ◆ What should be included in a monitoring report for **Ends**
- ◆ What should be included in a monitoring report for **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

If you are a board member who assesses monitoring reports, you will learn:

- ◆ What to look for in an **interpretation**
- ◆ What to look for 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

If you are a board member, CEO, or administrative staff member who supports board function, *you will learn:*

- ◆ What to do if your board has put policies in place, and is saying **"So what do we do now?"**
- ◆ What to do if your board is feeling **"stuck in the mechanics"** of Policy Governance, rather than using the model as a tool to govern well
- ◆ What to do if your board has policies in place, and is now feeling **complacent**
- ◆ How to reap the real value of the Policy Governance model by moving to a whole new level of governance
- ◆ How to apply the principles of the model effectively to provide **future-focused leadership** for your organization
- ◆ Tools and tips for creating agendas that will help your board set the course for an organization that is healthy and viable not just today and tomorrow, but for the long term future
- ◆ What to do with information from the CEO
- ◆ What to do with the information you gather in **ownership linkage**
- ◆ How to support your board's agenda effectively by providing the **right kinds of information**

"This was a very easy learning environment with highly pertinent information at a level directly related to myself and my organization"

- Board Chair

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A Tale of Two Teams

by Andrew Bergen

Starting in 1996, the New York Rangers were unable to make the playoffs in the National Hockey League for the next 7 seasons. This is remarkable for a few reasons. First, every year, 16 out of the total of 30 teams make the playoffs. More than half of the entire league ends up in the postseason. This notoriously makes the NHL one of the *easiest* leagues in which to end up in the playoffs. A team just needs to be about average and they get a chance to play for the Stanley Cup.

What is even more remarkable about this particular team's playoff drought is the fact that for many of those seven seasons, they had the league's highest payroll. From the outside, it appears that their team strategy was to contract with the biggest stars the game had to offer, including perhaps the biggest star that ever played the game – Wayne Gretzky. The team also included such high-powered players as Pavel Bure, Jaromir Jagr, Alexei Kovalev and Bobby Holik among others. By all rights, not only should the team have made the playoffs, but should have been a strong contender to survive all four rounds and win the cup.

Consider another team, this time from Major League Baseball – the Oakland Athletics. Perhaps you remember the movie “Moneyball,” based on the experience of the A's. From 2000 to 2003, the Oakland A's were able to make the playoffs in every year – AND, in every year since 2003, they have either made the playoffs or fallen short by just a game or two. MLB is a league in which it is notoriously *difficult* to make the playoffs. Until this past season, only 8 teams of 30 make the playoffs – meaning that to make the postseason, a team must be in the top 25% or higher.

What makes the A's story remarkable is that they have one of the lowest payrolls in baseball. So, how is it that one

of the highest paid hockey teams can miss the playoffs consistently while one of the lowest paid baseball teams can consistently compete? Analysts will debate and likely disagree for eternity – but it begs the question; what is more important? High powered superstars? Or a team mentality where everyone contributes to a common goal? The Athletics' General Manager at the time operated from a philosophy that it wasn't necessarily highly paid superstars that win, but rather talented players that were willing to accept the team's goal as their own – and contribute to it in the way they were hired to do.

Board recruitment can be similar to the story of either of the teams above. Often, little thought is given to recruitment of members and the default mechanism is to find the most well-known players in the association, community, organization, etc. to fill the empty seats – regardless of whether these individuals are qualified to govern – or have the requisite attitude and approach to assist the board team to govern well.

This will sound ridiculously simple, but you are not ready to recruit if:

- you don't know what you are looking for in a board member

- you don't know how to qualify prospects once you find them
- you are willing to take anyone who is willing to serve

We've seen this: “Warm blood and a pulse.” If only we had a nickel for every board who told us those are their recruitment criteria. If prodded, they might offer that they are seeking “business people” or “people with connections.” On the other hand, when we ask what criteria and processes they have in place for recruiting their staff, they rattle off a whole litany of qualifications and reference checks. If our boards are accountable for everything our organizations do, shouldn't we have at least as good a process for “hiring” board members who are responsible to set organizational direction as we do for the staff who implement it?

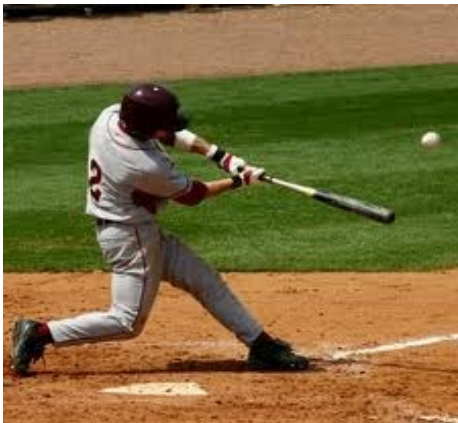
“To determine who will be the best people for the task, then, we must understand governance as a productive part of the organization...before boards reach out to fill their vacancies, they had best give considerable thought to the leadership qualities they ought to seek” (Carver, John. On Board Leadership, p.165).

It is important for a board to consider several things:



1. Determine what attributes make for a successful board member or trustee. The following are a good basis for sound governance:

- a. Commitment to linking with the ownership. Understanding that they stand in for an ownership of diverse people; willing to actively seek to access and understand that diversity.
- b. Ability to think in terms of systems and context — to see the big picture.
- c. Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern by stating these values in policies.
- d. Willingness to delegate the operational detail to others.
- e. Ability and willingness to deal with vision and the long term.
- f. Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.
- g. Willingness and commitment to honour board decisions.
- h. Commitment not to evaluate the CEO on criteria not previously stated in policies.



2. Create a Governance Process policy that includes the above list and any other criteria important to your board. Even if your board is publicly elected, having such criteria and making them known can improve the quality of can-

didates. This will bring two benefits. First, it will let the board and potential board members know what they are looking for. This will make desirable attributes of board members clearer for those who are recruiting and for those being recruited. Second, and equally as important, “*codifying the desired characteristics of new members serves to guide existing members in their own contribution to board leadership*” (Carver, John. *On Board Leadership*, p. 168).

3. If desired, strike a committee to assist the board in this important task and arm that committee with the above policy. “*If the nominating committee had board-stated qualifications in hand (recorded as a Governance Process policy), it can render better service. The board should phrase its committee charge . . . so that finding the right people is given greater priority than filling vacancies*” (Carver, John. *Boards That Make a Difference*. p. 295).

4. Consider, if possible, an interview process for potential board members — and allow them to observe a board meeting prior to board selection or election. It will allow potential members a chance to see the board in action and determine if this is how they can best spend their time and energy.

Boards do not exist to have a star team in a large market in order to make a name for themselves. Boards exist to achieve real results for specific beneficiaries that make a difference in this world at a reasonable cost. Being intentional in the recruitment and selection process will allow a board to move forward more effectively.



Andrew Bergen was personally trained in the theory and implementation of Policy Governance® by John and Miriam Carver at the Policy Governance® Academy™. He is the operator of a team building and life coaching business. He has been a Member of the Saskatchewan Association of Human Resource Professionals with 18 years experience as an educator from High School to University in Canada, the United States and Russia. Andrew is an Associate Consultant of The Governance Coach™, and he can be reached at Andrew@governancecoach.com.

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your customized criteria**



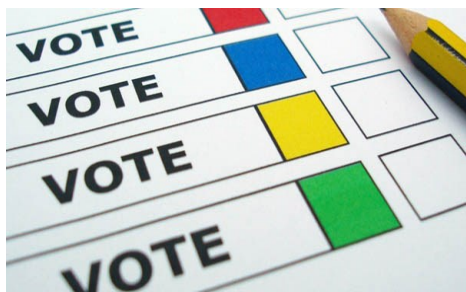
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Does Your Electorate have the Information it Needs to Select the Best Candidates?

By Richard Stringham, Senior Associate

Imagine a job recruitment process where everyone except the final decision maker has information to determine the best fit between candidates and the job requirements. You would have every reason to think: “What a colossal waste of energies!” Yet this scenario is played out all too often in board elections in which the electorate is unaware of the attributes that the board has identified as being important for governing well.



If it is aware of those desired attributes, often the electorate is not presented with the corresponding candidate information it needs to make informed choices. Instead, it is provided with biographical information (ranging from the candidate’s job experiences to their family life) as well as the candidate’s platform indicating what strategies he/she will pursue if elected. If, by chance, the biography includes information regarding the desired attributes, is it realistic to expect that the electorate will wade through the information to find and match what is relevant to the attributes sought by the board? Of what value are platforms regarding the direction a candidate intends to set for the organization when, as a body using Policy Governance, the board makes decisions as a group? Furthermore, a major part of the board’s job is to collectively link with the owners on an ongoing basis to

understand and bring their values into the board’s decisions about the Ends. How does the candidate’s platform fit with that responsibility? Instead, as part of its accountability for good governance, the board should ensure that the electorate’s information is coherent with the board’s expectations of its board members. The following are suggested steps for doing so.

Determine Desirable Attributes: The board articulates in a board succession policy (one of the Governance Process policies) the attributes desired in board members. The attributes are determined based upon the board’s governance job, which is also stated in its policies.

Attract the Right Candidates: The board ensures (usually in policy) that whoever is responsible for recruiting board candidates understands that their role is to attract candidates who have appropriate attributes. Whether the approach is one-to-one recruitment or broadcast in the media, the message regarding which attributes are preferred is consistent with the board succession policy.

Advise the Electorate: If board members are elected, the electorate is advised of the attributes that the board is seeking. Candidates are invited to provide information that demonstrates how they align with the attributes the board seeks. As an example, candidates are asked to respond in writing to a series of questions based upon the attributes stated in the board’s succession policy. (Candidates should be advised in advance that their responses will be published for the electorate.)

Publish Educational Q and A: The candidates’ questions, which are also

framed to be educational, along with each candidate’s responses (see the next page for an example) are published and readily accessible for the electorate.

Advise Appointing Authority: If board members are appointed by someone other than the board, the board advises the appointing authority with regards to the attributes it seeks. If the board has any ability to screen, recommend, or prioritize candidates, it does so on the basis of the desired attributes.

Evaluate for Future Improvement: When the board monitors its own performance regarding its succession policy, it takes time to examine how well the attributes it sought were consistently the focus during the entire process from recruiting to electing/appointing. Based on that self-evaluation, it determines improvements for the next round of elections/appointments.

Some board members may feel uncomfortable with the idea of influencing the democratic process in any way. Certainly, boards should never interfere with the proper functioning of the democratic process; however, providing the electorate with information about what the board needs and giving candidates an appropriate opportunity to demonstrate their capabilities to meet those needs is responsible democratic process. Of course, members of the electorate are not obligated to follow the board’s lead, but they cannot even consider the board’s wisdom on the matter if it has not been presented to them. Only after the information has been presented can the electorate choose the governance it deserves!

Sample of Questions to Ask of Board Candidates and to Publish for Voters' Information:

1. The board, operating as a whole, recognizes its primary accountability to [identify the ownership]. Consequently, the board seeks to understand and bring the values of the broad ownership into the board's decisions.
 - a. What do you see as the challenges of understanding the broad and diverse views of our organization's ownership?
 - b. What are your thoughts and/or experiences with regard to understanding the perspectives of an audience such as our ownership?
2. The board's job is to govern. As such it has chosen to use a system of governance in which it clearly determines results the organization is to produce, for whom, and at what worth (Ends) and delegates their achievement to the CEO while authorizing him/her, within pre-stated limits, to choose the means of achievement. This frees the board to be proactive rather than reactive; primarily focused on the future, rather than the past or present; and emphasizing strategic leadership, rather than administrative detail.
 - a. What has been your experience in determining what future-based outcomes should be for an organization?
 - b. What are the strengths you would bring to that process?
3. As noted above, the board's governance system does not prescribe means to achieve the Ends. Consequently, assuring that the organization achieves what it should and avoids what is unacceptable, is neither about the board approving programs and activities nor about checking to see that such activities were done. Instead, the board applies a high level of rigour in monitoring achievement of Ends and ensuring that the CEO has complied with the board-stated limitations.
 - a. Have you had any comparable monitoring experience?
 - b. What would you bring to the process?
4. The board speaks with one voice. Translated this means that the board makes decisions *and has authority* as a whole *group, not as individuals*. In practice, this means that board members are expected to deliberate openly and candidly, seeking to understand diverse viewpoints. Yet when a decision is made by majority rule, all board members respect the decision when speaking externally.
 - a. What has been your experience in deliberating in a diverse group?
 - b. If others were to describe how you operate in groups, what would they say?



Richard Stringham was personally trained by John and Miriam Carver at the Policy Governance® AcademySM. He holds a B.Sc. in Agriculture from the University of Manitoba, and is a Professional Agrologist. He has over twenty years of experience as a manager, educator and consultant, including senior level management in an organization using Policy Governance®. Clients include associations at the provincial and national levels, as well as co-operatives, professional and voluntary associations and schools. Richard brings a combination of facilitation and training skills, and knowledge of co-operative and agricultural organizations, in addition to his Policy Governance skills. Richard has been a Senior Associate of the Governance Coach™ since 2005. He can be reached at Richard@governancecoach.com

A Few Good Ideas

By Rose Mercier

Boards that are committed to excellence in governing will find different ways of putting into practice the wise advice in the other articles in this newsletter. Here are a few good ideas that other boards have used to increase the likelihood that their recruiting efforts will contribute to their ongoing effectiveness as a board.

Directly Contact Nominees

One organization included committee members' contact information with the information they produced for its call for nominations. They did get calls and emails from interested persons. However, if a nomination was submitted by or for someone that none of the committee members had heard from, they immediately made contact with the candidate. In every contact with potential candidates, the committee encouraged people to educate themselves about Policy Governance® before the annual meeting when the elections would be held.



Policy Governance® Orientation for the Electorate

When board members are elected, paying attention to educating the electorate can also pay dividends. While a board may circulate and publish its desired board profile, some boards feel that this doesn't guarantee that the message is

totally understood. Another organization I have worked with held at its annual meeting an "all-comers" orientation to Policy Governance for individuals currently running for the board, as well as those who thought board service might be in their future. It also opened the orientation to any delegates new to the annual general meeting.

Observe a Board Meeting

Another organization invited potential board members to their board "refresher" session to learn more about Policy Governance® from an Academy-trained facilitator and watched how board members interacted – a kind of simulation exercise. National, provincial/territorial/state organizations could consider opening a meeting for potential candidates to observe a Policy Governance® board in action. As Confucius wisely said, "I read and I forget, I see and I understand...." Boards that find ways to help potential candidates understand the role and processes of the board will be well served.

Assign a Mentor

This same organization identified that candidates were worried about knowing what to do as a board member. They decided to overcome this concern by reassuring candidates that the board was there to help them become comfortable and effective as quickly as possible. They supplied an educational package to read over the summer and assigned a "mentor" to each new member. It helped them to reframe recruitment as the process of finding someone to join their board team and reach a point where they were ready to contribute.

If your board wants to be proactive about succession try some of these ideas, and discover and share others.

..in your area!

As of this publication date, a member of the Governance Coach Team will be traveling to the following areas in 2014:

January 8-9 **Stony Plain, AB**

February 13 **Toronto, ON**

February 21-23 **Orlando, FL**

February 26 **North Bay, ON**

February 27 **Edmonton, AB**

February 26-28 **Ottawa, ON**

April 4 **Los Angeles, CA**

April 7-8 **Open Workshops!**
Winnipeg, MB

June 10-12 **Nemaska, QC**

June 19-22 **Minneapolis, MN**

August 14 **Toronto, ON**

September 6 **Cape Cod, MA**

September 18 **Edmonton, AB**

October 20-23 **Niagara Falls, ON**
Open Workshops!

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If your company or 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:

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Credits

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When the Shoe Doesn't Fit

by Rose Mercier

It is a rare board that hasn't experienced having someone that doesn't fit with the ideal it has described in a profile and who, in fact, is considerably less than ideal. Is this a case where "one bad apple spoils the bushel"? It can be. How can a board work with the "renegade," "contrarian," "cynic" or "difficult person" so that he or she doesn't compromise the board ability to do its work effectively? For the purposes of this article we'll call this person the "misfit."

When the shoe doesn't fit, the other members of the board will need to act in the organization's best interests and stay anchored in their servant leader roles. A board cannot let itself become the servant of the misfit. The board must exercise leadership.

The chief governing officer (CGO) will play an important role. It is the CGO's job to ensure that the Board behaves consistently with its own rules – this entails the responsibility of identifying when a board member is not following the board's approved rules. When the Board has a misfit in its ranks, good meeting facilitation skills, application of rules of order and sticking to the board's approved Governance Process policies take on added importance. The CGO may need to remind the misfit of the board's role ("No, the board does not tell the CEO how to do her job."), the policy decisions it has previously approved, its code of conduct and the way in which it delegates its authority. The CGO may need to reinforce the CEO's authority to intervene when a board member persists, for example, in showing up in the organization's office and demanding time from the CEO's staff, or giving directions to the CEO or her staff.

The CGO can set the tone, but working with the misfit member requires the board as a whole to accept responsibility for its success in governing. Board members need

to exercise moral courage in confronting unproductive or counter-productive behaviour. Confronting another volunteer board member is something that often makes board members uncomfortable. After all – this person is a *volunteer*. However, being a volunteer does not give any board member license to flout the policies which the board has agreed it will follow. The board's Governance Process policies communicate appropriate behaviour and are a powerful guide for board action when behaviour is not appropriate.

The board needs to remember that owners expect it to govern effectively on their behalf. A board that allows one of its members to hold it hostage or be coerced into defending its policies is not demonstrating the leadership that owners expect and deserve.



A board also needs to be mindful of confronting behaviour and not attacking the person. I have worked with a board that was deeply troubled by leaks of confidential information by one of their members. While it was very uncomfortable, the board held an executive session and confronted the member by identifying specific instances in which the individual's behaviour was inconsistent with the board's policies. Those policies outlined how its members would act, the discipline that it had previously agreed was appropriate in such instances. The board also reiterated the fact that all members had signed the code of conduct at the beginning of the term. The conversation was difficult but the board was confident in its course of action as it was following through with policies they had previously agreed upon.

As a result of this action, the credibility of the board was enhanced in the eyes of the association's members.

A board will sometimes ask why it needs policies that govern board members' behaviour – after all, doesn't everyone have the best interests of the organization at heart? Shouldn't we trust everyone to "do the right thing"? A board needs policies to make explicit the values it expects to be reflected in board behaviour. When the shoes fit, it is easy to wonder why such policies might be necessary. However, ask the same question of a board for whom an election, selection or appointment has yielded a misfit member and you'll be reminded of the power of policies.

Rose Mercier has been personally trained in the theory and implementation of Policy Governance by John and Miriam Carver at the Policy Governance® AcademySM. She has over 25 years experience in management, program development, and leadership training in non-profit organizations. A Licensed associate in Effective Intelligence® and a qualified practitioner with Leading Organizational Change®, Rose has a Bachelor of Physical Education and Masters of Business Administration. She has authored a wide diversity of training manuals, facilitation guides and journal articles.

Rose, currently Board Chair of the International Policy Governance Association, has been an Associate of The Governance Coach™ since 2009. She can be reached at rose@governancecoach.com.



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The Governance Coach™ is pleased to announce our new YouTube Channel. Tune in to see an overview of our approach to coaching boards in Policy Governance®.

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To access the videos, click on the following links:

The Governance Coach <http://tinyurl.com/m8knbqq>

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April 7, 2014 Introduction to Policy Governance® Winnipeg, MB

For board members, staff and CEOs who want to explore the model

April 8, 2014 Advanced Policy Governance® Winnipeg, MB

For Board members, CEOs and staff who have experience with Policy Governance®

October 22-23, 2014 Behind the Scenes of Policy Governance®

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