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Crafting Effective Board Meetings



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**JANNICE MOORE
PRESIDENT**

Meetings That Matter

As our consultants coach boards, we have the chance to see the agendas and minutes from many board meetings. We see meetings that are very effective and efficient, and we see those that could use significant help. Part of the practical advice that we offer relates to the purpose, structure and content of board meetings. Board meetings are where a majority of the board's work occurs, so developing skill in crafting and holding meetings has a significant effect on the board's effectiveness.

In this issue we examine board meetings from a number of perspectives – agenda development, focus on what matters most, relationships for working productively as a team, effective dialogue, and the amount of formality appropriate to get the job done. We trust you will find nuggets of information here that will help you increase the value your board adds to the organization.

Jannice Moore

Editor's Note

Iam nostalgic about white sales. Do you remember every January how department stores told your mother it was time for new sheets? Out with the old, in with the fresh, the newest and brightest!

At The Governance Coach, we're having a white sale! Please visit our website at www.governancecoach.com. There you'll find a chance to refresh yourself on the Policy Governance® model. This month we are featuring our jeopardy-style game, PGIQ™. Have some fun 'refreshing' what you know about board agendas, monitoring, board self-evaluation, owners and stakeholders. A great game to play for 10 minutes at a board meeting or longer at a board retreat. We're also offering ALL of our books on Policy Governance at discounted prices for the month of January. (*Enter code HAPPYNY2022 when prompted at checkout.*) Explore the variety of topics relating to board governance, especially the toolkit, *Future-Focused Agendas* about board meetings, the theme of this newsletter.

Marian

Marian Hamilton
Editor

Pareto With a Twist

JANNICE MOORE- PRESIDENT



The Pareto Principle is familiar to most of us: briefly, it posits that roughly 80 percent of consequences come from 20 percent of causes. There are a wide range of applications: for example, 80 percent of crimes are committed by 20 percent of criminals, or 20 percent of drivers cause 80 percent of traffic accidents. Applied to productivity, 80 percent of results come from 20 percent of efforts.

In a *National Post* article¹ some years ago, while not directly referencing Pareto, authors Shaun Francis and John Kelleher suggested a new twist for boards: they should craft agendas designed around issues that could change the overall value of the organization by at least 20 percent.

This approach is similar to one we encourage clients to use: design agendas so the lion's share of time is focused on future-oriented issues related to what outcomes or results the organization should achieve, who the results should be for and what it's worth to produce them (in Policy Governance® parlance, "Ends.")

Unfortunately, many boards fall into agenda design traps that hinder them from this productive approach. Francis and Kelleher liken the behaviour of these boards to an emergency room physician who is faced with a patient suffering from a gunshot wound, but instead of treating the gunshot, focuses on a small cut on the patient's toe. Boards that spend time discussing toes miss opportunities and fail to identify risks they should have foreseen.

With thanks to Francis and Kelleher for naming the first three, here are some traps to avoid:

The Happening Now Trap

If it's happening now, it may be interesting, but almost always too late for the

board to address. Day to day operational issues are the role of management. The board's role, as other articles in this issue point out, is strategic foresight – that means being ahead of the issue, not firefighting.

The Update Trap

When observing board meetings, we sometimes track the amount of time spent on various categories on the agenda. It's not uncommon, before boards learn to apply the Policy Governance system, for incidental information providing an update on operational activities, be they human resources, finance, or strategy, to take up the largest portion of the board's meeting. While board members may find the information interesting, the question is whether it is actually relevant for the forward-thinking real work of the board. It very rarely is.

The KPI Trap

While measurement is undoubtedly important, and we encourage boards as part of monitoring to require measurements that demonstrate compliance with their policies, that doesn't mean boards should spend more than a minimum of precious meeting time focused on measurement. Further, many key performance indicators (KPIs) may be very valuable from a management perspective but have little value for the board's work.

The Public Expectation Trap

This trap is particularly applicable to publicly elected boards. For example, "Our constituents expect us to be directly involved in [fill in the blank]." A question to consider: do the members of your public understand the difference between governing and managing? Would they want the board of their favourite sports

team to be directly involved in calling the plays? Would they want their hospital board directly involved in the operating room when they are undergoing surgery?

When expectations for the board or board members to be directly involved are raised, use it as an opportunity for gentle education. Discover their values related to the results they expect from your organization, deliberately connect with a representative selection of your public to widen your knowledge of expectations, and use that information in your forward-thinking when developing policies describing expected results or unacceptable means. Let them know you have expert management whose job it is to develop the most appropriate way to achieve those results, and that the board holds management accountable.

The Legislated Requirement Trap

Publicly appointed boards and boards that operate in highly regulated areas are prone to this trap: the legislation requires the board to appoint committee members, approve the budget, or approve a wide variety of operational decisions that the board has already delegated to the CEO. The solution to avoiding this trap is creating a special section of the agenda – the Required Approvals Agenda. All such items can be addressed quickly by requiring the CEO to provide verifiable evidence to the board that these operational items requiring formal board approval are in compliance with relevant board policies. If they are, why wouldn't the board approve them? And why would the board need to spend any time discussing them? Having reviewed the monitoring evidence, a blanket motion addresses both the required approvals and the board's fiduciary responsibilities.

Focus on the Essentials

Avoiding the above traps will free up board meeting time for focus on what is truly essential:

(1) Setting clear direction for your organization. This requires an understanding of the values of those on whose behalf you govern. It also requires an eye on the future and the context in which the organization operates. This permits clarity in setting the results it should produce, who the results are for and what it's worth to produce them.

(2) Setting limits of prudence and ethics within which management is free to achieve those results, and monitoring to ensure compliance, again with an eye on the future and potential risks.

Avoiding the traps noted above will enable the board to focus on contributions that will make the biggest impact on the value your organization produces.

¹"Boards Must Learn the 20 Percent Rule," Shaun Francis and John Kelleher. *National Post*, April 19, 2011. Retrieved from <https://www.pressreader.com/canada/national-post-latest-edition/20110419/282677568842105>.

.....
“Design agendas so the lion’s share of time is focused on future-oriented issues related to what outcomes or results the organization should achieve...”

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We are pleased to announce that we are offering on-site workshops once again, as long as restrictions allow. Please contact us at info@governancecoach.com to find out if we are in your area, or use the link below to explore our virtual options to discover how we can virtually assist you with ongoing board education.

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- Victoria, BC - Apr 12-13
- Los Angeles - Jun 24-25
- Princeton, NJ - Oct 5

MAKING TIME FOR WHAT MATTERS!

PAUL ZILZ - CONSULTANT



Ecclésiastes, a book in the Jewish Torah and the Christian Bible, is considered wisdom literature by many scholars. In it, the Teacher (possibly the great King Solomon) states there is a time for everything and follows with a series of contrasts of the use of time. It seems our human experience is inextricably limited by time while being imbued with a sense of and wonder about timelessness and eternity. Thus, while our hearts are pursued by this call from eternity, we pursue meaning and purpose in a life constrained by limits imposed by time.

While this existential issue has temporal and eternal implications for each of us personally, it also has **practical implications in why and how we serve as board members and how we collectively as a board invest our time.**

How does your board spend or invest its time? How does your board determine what is important and therefore merits board time? How does your board allocate its meeting time to ensure it is thinking about the relevant strategic, long-term issues? The way each board answers these questions is impacted by its perception of its position and role in the organization and the composition of its board, and is reflected in the board's agenda topics and the proportion of time allocated to each of those topics.

To make time for what matters, your board must properly understand the following and take action accordingly:

1. The board's position and purpose in the organization will determine what is important.
2. The board must invest its time accomplishing the board's unique governing contributions.
3. Board members must have traits that are conducive for the board to accomplish its role.
4. The board must invest its time focusing on the right information.

The first three are essential "governing infrastructure" that must be in place for a board to properly evaluate what is important and have the ability and willingness to properly determine how to focus time on what is important. Let's look at this further.

The board's position and purpose in the organization will determine what is important.

A board may believe the best way to fulfill its fiduciary duties is to manage one-step-up from the CEO (the position filled by the one who reports to the board, by whatever name called). Such a perspective leads a board to:

- Focus predominantly on operational reports dealing with strategy, finances,

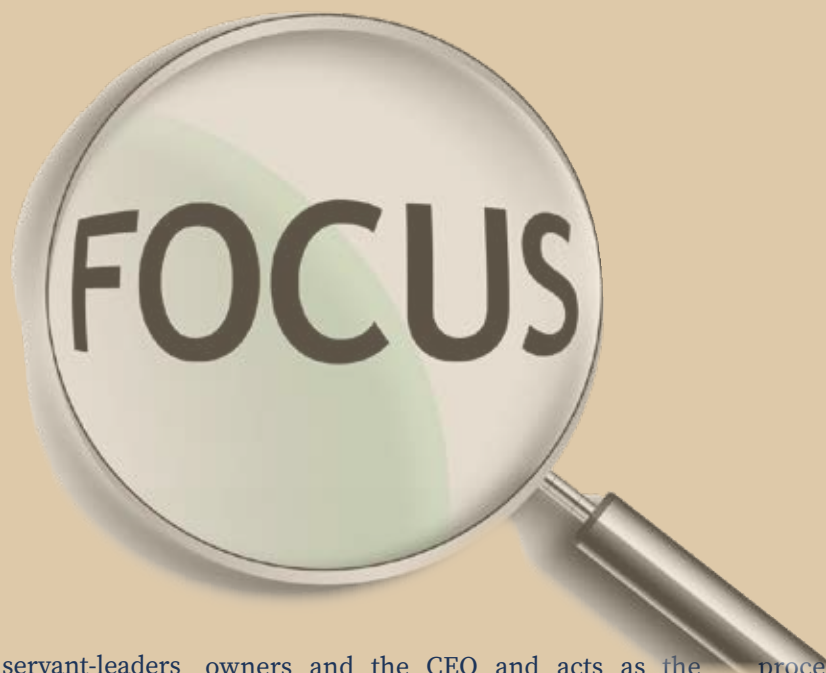
human resources, and the CEO's activities.

- Become pre-occupied with the present and past at the expense of time invested in discussing matters impacting long-term relevance.
- Focus on operational processes at the expense of strategic results and the intended desired future; in nautical terms, it is more focused on *rowing* the ship than *steering* it.
- Fail to hold the CEO accountable because the roles of CEO and board are unclear and not distinct; the lines are blurred between what is expected of the CEO and what is expected of the board.

In contrast, a systematic approach to governing in a strategic, accountable, results-focused, and future-oriented manner is called Policy Governance®, developed by John Carver, a renowned expert on governance. The board with this perspective understands it is the link between the CEO/operational staff and what Carver calls *owners*.

For example, a not-for-profit community organization's owners may be members in the local community, while a membership organization like a trade organization or Chamber of Commerce would have a set of legal owners and maybe an additional set of what Carver calls *moral* owners, those in the community who are invested in the organization's mission.

Boards do not exist for themselves; instead, they are accountable as in-



formed agents of and servant-leaders to the owners. On behalf of the owners, boards ensure the board-stated intended outcomes for the targeted recipients of those outcomes are worth the resources deployed (what Carver calls “Ends”) and are achieved within the boundaries of ethics and prudence established by the board.

To paraphrase Carver, governance occurs when a small group of people (the board), acting as a group (rather than as individuals or as a committee), on behalf of the organization’s owners, causes the organization to achieve what it should achieve (Ends), and avoid what is unacceptable (unlawful, unethical, and imprudent means of achieving Ends).

Contrasted to a board that manages one-step-up, the governing board’s role is ownership one-step-down - steering, rather than rowing the ship.

Take-away: When the board begins to govern systematically according to its owner-informed values and with a clearly defined role, it will focus its agenda time on ensuring the Ends properly reflect the values of the owners, capture the intended desired future results for those to be served, and are being achieved in a manner compliant with the board-stated limitations on ethics and prudence.

The board must invest its time accomplishing the board’s unique governing contributions.

If the board is positioned between

owners and the CEO and acts as the informed agent of the owners rather than the manager of the CEO, then the board and the CEO can each focus on accomplishing their unique contributions.

The CEO’s role is to achieve the board-stated Ends within the board-stated ethics and prudence limitations, both as the CEO reasonably interprets. The CEO develops and implements plans and acquires and allocates resources for that purpose.

The board, instead of managing the CEO, focuses on fulfilling its fiduciary duties of governance:

- a. Connect with the owners to get a sense of their values regarding who is to receive what benefits from the organization and what the worth of those results is (the Ends). The board’s ownership linkage plan seeks a better understanding of the owners’ values regarding the Ends. Such a plan will include the clarifying questions to be asked representative segments of ownership as well as the methodology used to obtain the answers.
- b. Develop and maintain written governing policies that establish the Ends to be achieved by the CEO along with the ethics and prudence boundaries within which the CEO may work to achieve the Ends. Written policies also establish the board’s own governance processes and the manner in which the board will delegate to the CEO and evaluate CEO performance.
- c. Assure through a structured monitoring

process that the organization achieves the Ends while remaining within the boundaries set by the board.

Take-away: An effective governing board organizes its agenda in a manner that ensures it focuses its time on achieving its unique job contributions. Doing so enables the board to fulfill its fiduciary responsibilities and ensure the long-term viability of the organization as it makes a real difference in the lives of those it serves.

Board members must have traits that are conducive for the board to accomplish its role.

If the board is going to successfully accomplish its unique contributions, it must be comprised of board members who understand governance and are able to support and contribute effectively. Therefore, the board must intentionally recruit board members who have skills sets that support effective governance.

Many boards recruit people who are successful in their respective professions or who are community opinion leaders, but may not have the essential qualities to govern well. The qualities of board members who can govern effectively may differ from those people who are most effective to help execute the mission operationally.

Governance requires board members with an ability to see the big picture, to discern the underlying values of the owners and translate those values into written

board governing policies, and to think in terms of systems rather than get bogged down in discreet operational details.

Take-away: A board that wants to make time for what matters ensures it has a systematic and robust approach to recruiting board members with traits that align with effective governance (versus management) and invests the resources to properly train board members in effective governance practices. Otherwise, the board may become side-tracked in operational details and revert to managing the CEO instead of governing as the informed agent of the owners.

The board must invest its time focused on the right information.

If your board understands its governing role and unique job contributions and is comprised of board members that have the skills to govern, then the most effective way to make time for what is important is to properly distinguish between the three types of information it handles: decision information, monitoring information, and incidental information.

The degree to which a board recognizes and properly handles the category into which a piece of information falls will impact how effectively and efficiently the board governs. Stated differently, without a proper understanding of the three types of information, a board will waste time focusing on the wrong things. This is tragic. Why? Because the board has a life-impacting purpose! And squandering precious time focusing on the wrong issues detracts from that life-changing purpose.

Most of a board's meeting time should be focused on decision information.

Decision information is timely, proactive, future-focused, and serves as the background information for policy decisions. When the board is properly evaluating decision information, it is envisioning where the organization is going while seeking to identify potential hazards and risks involved. Decision information could include:

- Input from owners regarding what the outcomes should be and which recipients should be targeted to receive those outcomes.
- Trends identified in the CEO's environmental scan report that address an

emerging need in the community or an additional potential group of recipients to receive the benefits provided by the organization.

- Education on emerging risks, such as cyber, legal, or pandemic risks that could impact the board's policies which may limit the CEO's means.
- Background information on potential board members being considered for a slate of candidates and how those potential board members might fit into the current mix of governing skill sets of existing board members.
- Background information on the expertise and experience of consultants the board may be considering to improve the board's governance performance.

Monitoring information is backwards-focused and its purpose is always to assess past performance. Monitoring is like looking into the rearview mirror while going down the road; it's a good safety practice to glance in the rearview mirror, but it's deadly to stare. Alternatively, it is like glancing down at the vehicle's dashboard to see if there are any warning lights activated. Monitoring information should be concise and specific to the policy monitored, providing a reasonable interpretation of the policy by the CEO along with evidence demonstrating compliance with that interpretation.

Incidental information pertains to either information the board has specifically requested it be informed about in an Executive Limitations policy (such as anticipated or actual legal action, anticipated adverse media, or changes in key personnel) or other incidental information about internal operations the CEO chooses to provide (such as strategic plans or operational anecdotes). Incidental information is NOT for board decision-making or for monitoring.

Unfortunately, many boards spend significantly more time dealing with incidental information than either monitoring information or decision information.

Such board behavior generally leads to a preoccupation with the past and present to the detriment of the future! It also clearly wastes precious board meeting time.

Take-away: To maximize board time invested in what matters, try a simple plan to help you govern with an eye to the

future rather than (micro)managing with an eye to the past and present:

1. Evaluate the board's agenda and the information the board receives in its pre-meeting packet in terms of decision, monitoring, and incidental information.
2. Allocate at least 2/3 of the meeting to discussing decision information, with the remaining time split 90% to monitoring and 10% (if any) to incidental information.
3. Make sure the board always addresses the decision information first. This will help ensure decision information does not get pushed off the agenda because too much time was spent on monitoring (the past) and discussing incidental (nice-to-know) information, neither of which moves the organization forward strategically.

With limited time available to fulfill its significant and unique role of ensuring the intended difference is made in the lives of those the organization serves, your board must ensure it:

- properly understands its governing role,
- focuses on its unique job contributions,
- recruits and trains board members with the ability to govern, and
- predominantly focuses on decision information by allocating agenda time appropriately.

Only then will your board have the real satisfaction of providing meaningful, accountable, and strategic servant leadership that makes a difference in the lives of those your organization serves. There is a time for everything...Now is the time to make a real difference in the lives of those you serve by leading with purpose and governing strategically, accountably, and pro-actively with a future- and results-oriented focus!

.....
“Now is the time to make a real difference...by leading with purpose and governing...with a future- and results-oriented focus!”

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 - Elements of effective governance
 - The value of a system
 - Ownership and where the board fits
 - Accountability through clear delegation
 - Ends policies
 - Executive Limitations policies
 - Monitoring
 - The board's own processes
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Investing in Relationships – Return in Board Performance

ROSE MERCIER - SENIOR CONSULTANT

Governing an organization is a complex task, more effectively accomplished when a board works as a team. Even better, if the board is a high performing team! One of the many benefits that Policy Governance® offers to boards is a system ready made to help a board achieve that elusive status of high performing team.

In *Team Building: Effective Strategies for Improving Team Performance*¹, the book's authors identify four factors that a team needs to understand and manage if it is to perform effectively – context, composition, competencies and what I will call capacity for change. Just how does Policy Governance help a board manage these factors?

Context

Policy Governance principles clarify the context in which a board is working. The board's job is defined as one of directing and protecting the organization and being accountable for its own and management's performance. The principles differentiate the board's job of governing from the CEO's job of managing as well as how the exercise of these complementary but distinct jobs delivers organizational leadership.

Composition

Normally, a board's bylaws determine the composition of the board. Boards have varying degrees of authority in proposing amendments which support effective size and make-up of the board. Where composition cannot be changed, a board can use its Governance Process policies to clarify board member roles and expectations, and to specify board processes and practices that optimize communication and participation among those who comprise the board.

Competencies

Governance Process policies also enable boards to define desirable competencies of board members. Sometimes all a board can do is make its needs known to the appointing or electing

bodies. Where the board is able to directly recruit members, it can specifically search out persons with desirable competencies and in both circumstances, the board can schedule education to build them; it can specify how it will make decisions and set standards for the board that require the application of specific competencies.

Capacity for change

Policy Governance builds the board's capacity for change. The principles require that the board monitor both organizational performance and its own performance so that it can identify when change is necessary. The principles ask the board to link with owners and stay attuned to their changing priorities and values. Setting direction requires a board to build capacity for strategic foresight. Together these cultivate the board's capacity for its own continuous improvement and leading the organization to continuing relevance in a changing environment.

The Importance of Relationships

All of these elements are essential to building an effective team. However, becoming a high performing team depends on the board members building personal relationships. Team development experts underline that this is the first priority for any collection of persons who aspire to evolve into a team.

Legendary Duke University coach Mike Krzyzewski, coach of the 2008 U.S. Olympic men's gold-medal-winning basketball team, viewed as his first coaching task, not teaching defense or offence – after all, the players were highly skilled professionals – but helping them learn about each other as people. “Take time to form relationships” was his primary rule through the two years of preparing the team for the Beijing Games. When the going gets tough, it is the time spent building relationships that creates resilience within high performing teams.

A recent *Harvard Business Review* article reinforced Coach Krzyzewski's wisdom and what I have always held as

fundamental in team building: the time taken to build relationships always pays dividends. The article cites research demonstrating that effective teams need persons who feel connected to each other. Unfortunately, board members may view any time spent on developing connections to be a distraction to the work “the board is supposed to be doing.” Social time or non-board talk may be the first thing a board omits if time is tight. Boards may still make effective decisions and conduct their work efficiently but they may not optimize their organizational leadership potential, may be more susceptible to disagreements, and less confident or capable in dealing with conflict.

A board that aspires to functioning as a high-performance team and stays committed to building relationships will be rewarded with the discovery of shared interests, deeper liking for other members of the board, and authentic connections. Time invested in connecting in genuine ways builds relationships and the willingness to deal with each other more authentically – dealing with the whole person and not just the “board member.” Genuine connections make it easier to test or contest others' ideas and not take disagreements personally and builds resilience necessary for meeting challenges.

Fostering close connections among board members need not be expensive or time-consuming. Here are five simple ways to foster authentic relationships.

- Set aside time at the beginning of the agenda for board members to “transfer in.” For example, the chair might start by asking each board member to respond in turn to the following question: What do you need to stop thinking about to be fully present at today's meeting?
- You might also set aside a specific amount time at every meeting called: “Getting to Know You.” Explain why this time is valuable for the board. There are lots of possible topics: Describe an incident from your week and why it was important; the last book you

read; a podcast you'd recommend and why; family happenings; favourite restaurants; foods you would never eat; best vacation ever; where you'd live if you could live anywhere in the world; most important influence in your life... and so on. Start with easy subjects and build up to topics that require board members to be more open.

- At the first meeting of the board year or the start of a board retreat, have everyone submit two photos of things that are important to them, then speak about them when it's their turn.
- Add coffee-time before or after your meeting and make it a rule all talk is social – no board shop talk. Assign board members to learn one thing they have in common with each board member they talk to.
- Add a “pick a random question” as a topic for lunch table groups.

A board can attend to context, composition, competencies and change capacity and be effective. But, think of the impact of a board functioning as a high performing team: a board that “lifts its performance” and is better able to meet adversity, to hold difficult conversations, to look further into the future, to challenge itself and challenge the organization to become a better version of itself or to be more relevant. It also becomes more attractive to potential board members. Who doesn't want to become part of a board where there are genuine conversations, even when the topic is difficult? Building relationships pays dividends that are definitely worth the time invested.

¹ William G. Dyer, W. Gibb Dyer, Jr. and Jeffrey H. Dyer. *Team Building: Proven Strategies to Improving Team Performance*, 4th Edition. John Wiley & Sons Inc. (2007).

² *The Gold Medal Standard: Building a World-Class Team*. Mike Krzyzewski. (Hachette Book Group, 2009)

³ “5 Things High-Performing Teams Do Differently,” Ron Friedman October 21, 2021. (Retrieved from <https://hbr.org/2021/10/5-things-high-performing-teams-do-differently>)

MEETING STEW for BOARDS

JEFFERY SCHAU - CONSULTANT



This meeting is boring. Do I really need to be here? When will this be over so we can get to the real work? These are just some of the disparaging comments I hear people make about meetings. Meetings have such a bad rap people will try anything to get out of them, even book another meeting. To address this problem, Patrick Lencioni has written an aptly named book, *Death by Meeting*, in which he presents a model for maximizing the value of meetings while helping the reader understand what contributes to bad meetings. The model itself is centered around the concept of putting an end to meeting stew, the type of meeting that tries to cover everything while getting nothing done. The solution? Having four separate meetings, each dedicated to a specific purpose.

What does this have to do with boards? Everything. Am I suggesting boards should have four meetings instead of one? Not exactly. However, of all the meetings in an organization, board meetings are the biggest culprits of meeting stew. They cover CEO reports, future thinking, problem solving, board education, owner engagement, and so much more. With the variety of items that make it onto the board's agenda, some of your board members have likely had some of the thoughts expressed above (even if they are not saying it aloud.)

Understanding the Problem

I remember one such board meeting for which I was an observer. The meeting was going fairly well until it hit on the topic of property development. There was a new building project being planned and part way through the CEO's update to the board, one board member started talking about fundraising options. This led into a few other discussions about building, contractor, and funding options. While some board members were fully engaged, others started to zone out. Eventually the discussion ended. The result? Scheduling another meeting to discuss further. What started out as an information report to the board – which actually did not require any decision by the board – turned into a long discussion and more meetings. A classic sign of meeting stew that cripples the effectiveness of boards and teams alike.

If we set aside for a moment that a building project is operational and would normally fall under the responsibility of the CEO's team, this example can help us understand the challenges of meeting stew, as there are two key components we need to account for. The first is the challenge of bouncing from topic to topic. Although the discussion the board had could fit under the umbrella of a building project, topics like fundraising and contractor selection are very different. As the board bounced from one topic to another, it hindered its ability to move forward. Lots of discussion, but no decisions. Hence the need for yet another meeting.

The second component, while related to the first, is a little more nuanced. Not all topics of discussion require the same type of thinking. Some may be more idea generation and brainstorming (strategic) while others are more problem solving and decision making (tactical). When a board bounces between topics that require a different type of thinking it creates turbulence as the mind tries to shift gears. This is like a plane at 10,000 feet coming in

for a landing and suddenly jumping back to 30,000 feet. Then down to 15,000 feet and back and forth it goes. The turbulence felt by the passengers is similar to what the board members experience in the meeting, making it hard to know where they are in the discussion and what is to be accomplished by it. Thus, the ability to finalize next steps is hindered.

The Solution

The simplest way to address this is through separate meetings for each stage of the journey for each topic. But this is not realistic for a board dealing with multiple topics at various stages of development at any given time. Thus, it has to behave more like an air traffic controller than the pilot of a single plane. The board needs to keep track of where each “plane” is going, what stage of the journey it is in, and how it might affect the other planes. This requires a methodical and disciplined approach and starts with how the board sets its agenda.

Controlling the agenda is a two-pronged approach involving limiting what is put on the agenda, as well as its placement within the agenda. The former can seem pretty obvious, and yet determining what is appropriate for the board to include can be less so. The later involves grouping items by type and clearly indicating the type of discussion to be had. Much like color coding which planes are departing, and which ones are arriving make it easier to discern the type of action required.

We can look to the Policy Governance® model for guidance on what should be on the meeting agenda as it distinguishes between board work and operational matters that belong to the CEO. This level of filtering the agenda is like the air traffic controller focusing on the planes while leaving the ground crew to someone else.

There will be communication at points where their jobs intersect, but they trust each other to take care of their own tasks. This helps the board focus its time on what

matters most, minimizing the number of things to cover in a meeting.

Policy Governance will also help the board categorize agenda items. This provides context which helps focus how one should interact with the item. Whether an item relates to policy content development or revision, owner engagement, or a CEO monitoring report, board members can shift into the right mindset for tackling the item. Further, by grouping similar categories of items into clumps, the board can work through the agenda with minimal shifts in the type of thinking required. In effect, the board creates multiple meetings within a single meeting while reducing the turbulence as it transitions from one type of thinking to the next.

Final thoughts

Although Policy Governance provides a framework from which good meetings can occur, they are not guaranteed.

Boards are continually bombarded with competing agenda items. It takes a keen understanding of what is the board's and what is not to keep the agenda aligned with board work. Diligence and peer accountability is needed to stay on track during the meeting and identify red herring discussions as they arise. The board also benefits from vulnerability of self-evaluation at the end of each meeting, asking the question: “How did we as the board do today?” And then adjust accordingly for the next meeting.

Whether you are a seasoned Policy Governance board, or one considering a change, the concepts presented here will help your board make better decisions in less time once you learn how to apply them. If this is something your board would like to learn more about, let's chat.

You may just be one conversation away from your best board meeting yet.

.....
**“Categorizing
agenda items
provides context
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interact with the
item..”**

DIALOGUE VS. DEBATE

ANDREW BERGEN - SENIOR CONSULTANT



My nearly four-year old grandson is fascinated by superheroes. He often talks about his own superpowers being speed and strength, and he doesn't leave anyone out – everyone he meets is assigned a superpower. (My personal superpower, assigned by him, is that I'm a ghost).

Boards have superpowers too. One in particular can set a board apart if it is leveraged well. I am speaking about the superpower of dialogue.

Often, the words used at board tables, or in public discourse, are more of a debate than a dialogue. We can see this in the current socio-political discourse all around us. Debate focuses on needing to be right, and using all our powers to convince others that their position is wrong. When engaged in debate, people defend their position as absolute truth with very little room left for learning.

When boards are focused on debate, the danger is that many potential answers remain undiscovered. The minds of the participants are locked on their own perspectives so flexibility, innovation and imagination suffer. Without imagination, the future is limited. The people our organization aims to benefit suffer. To bring the best possible future to those we serve, it is important for boards to move away from debate and towards dialogue.

Dialogue is informed by several helpful assumptions:

- Good answers are complex and many people have pieces of that answer
- We can craft a better solution together

- The common good is much more important than any one position being right or wrong
- Other people's thinking can improve my own.

Dialogue involves a shift from "I need to **know** it all" toward "Together, we can **learn** it all." When this mindset is a part of a group's culture, then the conversation in that group can be truly powerful.

There are several behaviours boards and board members can adopt to support a culture of dialogue:

- **Suspend judgment while listening and speaking.** Many of us fall into the trap of listening to others speak just long enough to figure out what we're going to respond when they take a breath. When we listen for the sake of understanding, rather than defending our position, we open the door for others to listen to us as well.
- **Respect differences.** Everyone has an important contribution and should be honored for the perspective they bring.
- **Suspend 'role' and 'status'.** All participants and their contributions are essential to developing an integrated view of the whole. Dialogue is about power with others, versus power over others.
- **Balancing inquiry and advocacy.** Not only is it imperative to ask questions to fully understand others' perspectives, it is also necessary for us to clearly advocate for what we see in our own perspective. This allows all assumptions to be on the table – and when they are, new connections and new insights can arise.
- **Focus on learning.** None of us have the

right answer, but together we can arrive at answers that are better than what we currently have. It is often said that 'best' is the enemy of 'better.' When we consider learning as more important than being right, we have the chance to get better – individually and as a group.

If your board exercised this superpower of dialogue, imagine the difference you could make. The ownership you represent would be assured the board is fully engaged in delivering the best possible future for those you serve. **That** can change the world.

.....
Dialogue involves a shift from "I need to know it all" toward "Together, we can learn it all."

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GENERAL ROBERT AND MEETING FORMALITY

RICHARD STRINGHAM - SENIOR CONSULTANT



Most likely you've encountered him.... the stickler for the parliamentary rules of order: "Madam Chair, the amendment to the main motion is opposed to the intent of the original motion. Consequently, it should be out of order."

This insistence on rigidly sticking to a formal set of parliamentary rules can create multiple problems for boards.

1) Rules of Order can be highly voluminous. For example, the 11th edition of *Robert's Rules of Order* is 716 pages in length! Other than those who make a living as parliamentarians, who can possibly have extensive knowledge of that many rules?

2) There are many misconceptions regarding parliamentary rules. Let's look at the problem in the above example. According to *Robert's Rules of Order*, an amendment must be germane to the motion being amended; however, it need

not be aligned with the original motion's intent: "...an amendment can be hostile to, or even defeat, the spirit of the original motion and still be germane." Yet the confidence of the person objecting to the amendment on those grounds can rattle even a well experienced chair. Unfortunately, rather than parliamentary procedure being used as a tool toward effective decision making, it may be weaponized.

3) Perhaps the greatest problem is the manner in which parliamentary procedure can put a damper on effective problem solving. "Under parliamentary procedure, strictly speaking, discussion on any subject is only permitted with reference to a pending motion." A motion is a proposal to adopt a decision. Putting such a proposal to the group for debate results in a focus on a single course of action. However, if the group had the opportunity to first collectively explore and process the issue, including multiple options, it would likely make a better decision.

Of course, such a problem-solving method would be challenging in a larger assembly. Indeed, some formalized process for proposing decisions and debating makes sense in such circumstances. But usually for a board of directors, the same level of formality is neither helpful, nor necessary.

Enter the little-known section in *Robert's Rules of Order* which states: for

a board of "no more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business."

Just a few of the less formal procedures cited for such boards include:

- Informal discussion of a matter is permitted without a motion having been proposed
- A seconder is not needed for motions
- The board chair may speak in discussion and may vote when everyone else votes.

That's right, even the very formal *Robert's Rules of Order* recognizes there are times when less formality is appropriate.

But what are those circumstances? If deciding on how formal to be, consider the following:

- How much knowledge do board members have of parliamentary procedure? If it is relatively low, is there much value in educating board members for what will be limited usage?
- How divisive is the board? Diversity of opinions is healthy in a board. However, divisiveness in which board members lack respect for each other calls for more formality.
- How large is the group? Did you catch the part of the quote from *Robert's Rules of Order* which states: "no more than about a dozen..." In other words, the larger the board, the more formal

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your procedures need to be. If you have thirteen or fourteen, then you can still be relatively informal. However, if you have twenty-five, not only is informality out the window, but you have a bigger problem, which is a subject for another day!

When we work with boards, we suggest that they have a very brief (i.e., one page set of rules of order). In our experience, this is all that the board really needs.

¹ *Robert's Rules of Order* (RONR) is not the only parliamentary authority a group may use. There are others (e.g., *The Standard Code of Parliamentary Procedure* by Alice Sturgis) which are much more user-friendly while being soundly designed. However, not all parliamentary authorities are soundly designed.

² RONR (11th ed.), p. 136, ll. 17-19

³ RONR (11th ed.), p. 34, ll. 7-9

⁴ RONR (11th ed.), p. 487, ll. 27-29

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**“..there are times
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