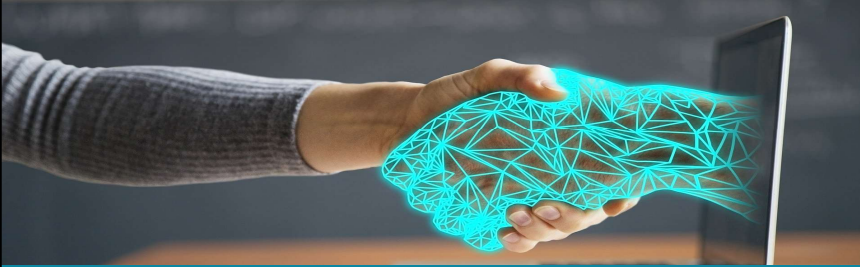


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2022 (Virtual) Face-to-Face Advanced Practice Forum
Friday February 25 and Saturday February 26, 2022



**Governing for Impact in Our Disrupted Reality
“Getting Real”**
Reclaiming the Importance of Effective Governance

**Sustaining Policy Governance® at
Your Organization in Turbulent
Times and for the Long Haul**

Presented by Jannice Moore
President, The Governance Coach™



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Overview

- Common trouble spots in sustaining Policy Governance
- Habits that sustain Policy Governance
- Typical challenges
 - Board recruitment and orientation
 - Board engagement
 - Lack of CEO support
 - Rogue board members



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Trouble Spot # 1

Board is not utilizing Policy Governance optimally

- Insufficient understanding of the principles
- Basics in place, but just going through the motions, haven't grasped its potential
- Not applying the principles when something goes wrong
- Current board therefore not wholly convinced of effectiveness, so can't effectively communicate its value to new members



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Trouble Spot # 2

Incoming board members have had a “bad experience” with Policy Governance

- Previous board was not actually applying all Policy Governance principles but using the name
 - CEO was keeping board in the dark
 - Inadequate monitoring
 - Rigidity in not distinguishing principles from practices a consultant suggested



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Trouble Spot # 3

Board member turnover

- Some new board members don't understand Policy Governance
- Lack of solid orientation to the model – giving them the book to read is not enough
- Lack of returning board member commitment to the principles



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Trouble Spot # 4

The CEO

- Current CEO is used to “managing” the board and doesn't wish to be accountable, and board isn't strong enough to face the consequences of holding CEO accountable
- New CEO and Board didn't make working with Policy Governance level of accountability a requirement when hiring
- CEO doesn't receive sufficient support to learn Policy Governance, especially related to monitoring



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Trouble Spot #5

External Expectations

- Owners don't understand why the board changed its approach and want to keep going directly to the board to “fix” things
- Funders, legislation require multiple areas for board “approval” and board does not understand how to properly use a Required Approvals Agenda

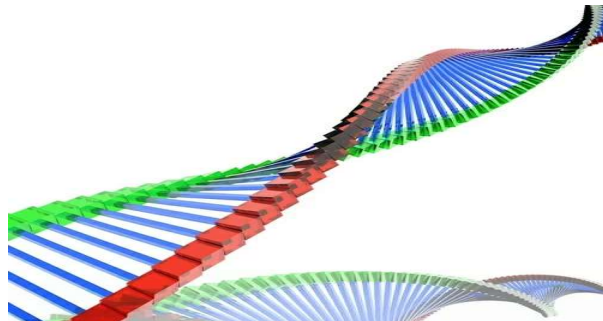


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Building Policy Governance into the organization's DNA



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Consistent Discipline

- Anyone can do something once. Not everyone can do it consistently
- Can a board work on something long enough to let the effects compound?
- **Extraordinary results come from ordinary people with uncommon discipline**

Adapted from Farnam Street (newsletter@farnamstreetblog.com)



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Discipline Isn't a Bad Word!

- Doesn't have to mean "punishment"!
- Noun:
 - A field of study – governance is a "discipline"
 - Correction or regulation of oneself for the sake of improvement
- Verb: to train or develop by instruction and exercise, especially in self-control
- Exercise of self-discipline is actually the **key to freedom**, to allowing boards to boldly conceptualize what could be in the future.

~~D##*!***#~~

Merriam Webster



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Freedom comes not from the absence of restraint, but from the presence of discipline.

Dr. William DeVries
heart surgeon

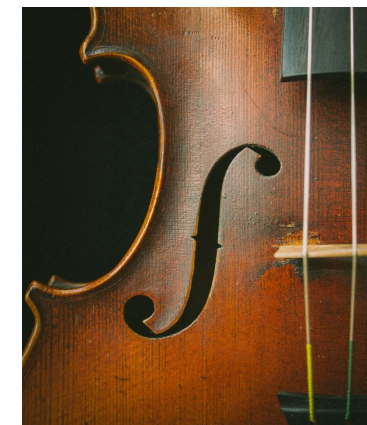


Photo by Johanna Vogt on Unsplash



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Discipline is a Means, not an End

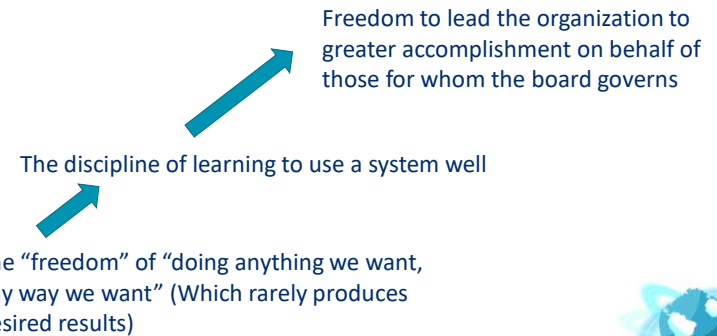
- Discipline in using Policy Governance results in freedom to explore new possibilities for the future your organization can help to create
- Discipline itself is not the goal – the purpose of exercising discipline is to enable the board to achieve its central purpose
- Discipline should always serve the purpose of the board's role as agent for the owners



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Applying Discipline in Policy Governance



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Goals direct your future. Your habits decide it

[@jameseparnell](https://twitter.com/jameseparnell)



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Sustainability Habits™

1. Build a strong foundation
2. Engage in regular maintenance
3. Use Policy Governance as a springboard for effective leadership
4. Be proactive about succession planning



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Habit 1: Build a Strong Foundation



Be clear on the board's job



Cultivate a culture of accountability



Obsess on Ends



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Be Clear on the Board Job



- Sustainability begins with clarity
- Knowing what the board job is – and is not – is critical to prevent loss of momentum when new members join the board



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Clarity about Board Job is critical

Yes

- Connecting with owners
- Developing governance-level policy
- Monitoring for compliance with policy

No

- Meddling in management
- Rubber-stamping management decisions
- Creating board committees in operational areas



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Engage New Board Members in Owning Policies

- No need to start from scratch
- Create a “worry list”
- Categorize board member worries into policy quadrants
- Examine appropriate policies to see if worries are addressed
- If not, and MAJORITY of board agrees, amend policy as required



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Cultivate a Culture of Accountability



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CEO Accountability to Board

- Clearly defined Ends and Executive Limitations policies
- Regular monitoring schedule
- Rigorous assessment of monitoring reports to ensure:
 - Measurable indicators of compliance or achievement in interpretation, along with rationale
 - Actual status of compliance or achievement on those indicators



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Board Accountability to Owners

- Engage board **early** in developing a robust Ownership Linkage Plan
 - Board-directed, not designed by staff
 - Deliberate, not incidental
 - Ongoing – for example, rolling 3-year plan
 - Who will the board connect with to gather reasonably representative input?
 - What questions will you ask?
 - What method(s) will you use?
 - How will you report back to owners?



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Obsess on Ends



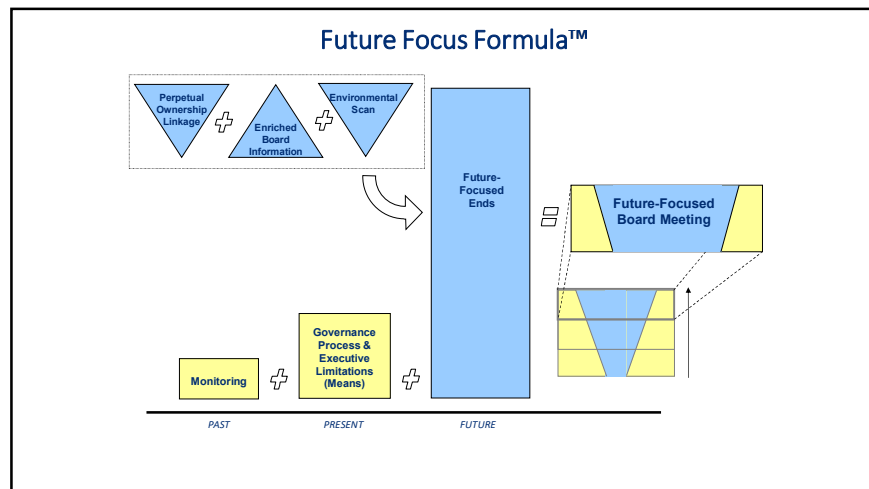
- Don't permit a vacuum created by removal of previous board tasks that are no longer needed
- Include as a major component of every meeting content relevant to Ends (owner linkage, environmental context, future possibilities)
- Streamline other processes, such as monitoring, to maximize time available for Ends-related work
- Minimize board time spent listening to operational reports



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Habit 2: Engage in Regular Maintenance

- The board owns its agenda
- Don't become mired in mechanics
- Optimize board structures

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Don't Become Mired in Mechanics

- Determine how often is appropriate to review content of policies – consider a multi-year cycle
- Determine how frequently to self-evaluate the board's own compliance with Governance Process and Board – Management Delegation policies
- Organize agenda to give “prime time” to Ends-related content

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MONTH	Owner Linkage	Board Education	Ends Decisions
Feb	Meet with board of organization X	Plan Education Needs	
Mar. (no meeting)	Focus group A		
May	Debrief focus group A	Speaker on Future-focused Subject A	
Jun		Orientation for new members	
Summer (no meeting)	Focus group B		
Sept. Retreat	Debrief Focus group B	Environmental Scan	Refine or reconfirm Ends in light of all input
Nov.	Plan Linkage for next year	Depth discussion on risk	

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Optimize board structures

- Review Bylaws and amend as needed to be consistent with Policy Governance, within legal limits
- Modify board size and length of tenure if it does not support governance excellence (within any legislated constraints)
- Do not assign board committees responsibilities in delegated areas, or establish committees that negatively affect the board's holism



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Habit 3: Use Policy Governance Because it Positions the Board to Truly Lead

- Remember Policy Governance itself is a means to help the board do its job effectively
- Develop a robust board education plan
- Devote time to engaging in future-oriented strategic thinking
- Try techniques to "stretch" the board's thinking ruts
- Exercise strategic foresight to lead your organization into a future you help to co-create



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The Importance of Context



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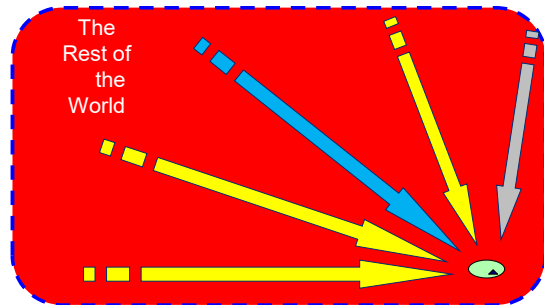
Our Normal Preoccupation



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The Reality (and it moves)



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forelight

Habit 4: Be Proactive About Succession Planning

- Develop a governance succession plan to enable sustainable governance excellence
- Maintain a CEO succession plan to enable sustaining governance processes in case of a new CEO



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Develop a Governance Succession Plan

- Create a Governance Succession Policy
 - Identify the competencies needed on the board
 - Include development of leadership capacity for ongoing board leadership
- In your Investment in Governance Policy, include requirements to:
 - Educate candidates for board positions about the commitment required and the board's approach to governance
 - Orient new board members to Policy Governance® as early as possible in their tenure.



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Recruit Board Members with the Right Characteristics Start with the Governance Job

Job 1

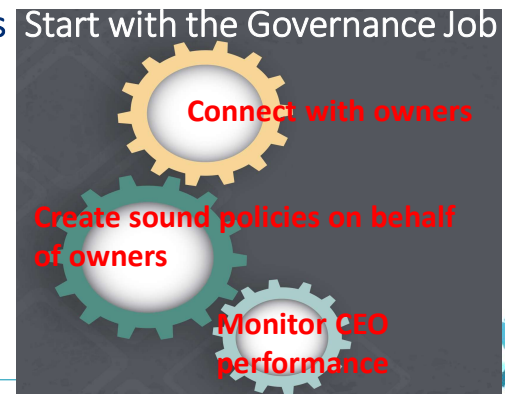
Connect with owners

Job 2

Create sound policies on behalf of owners

Job 3

Monitor CEO performance



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Look for Board Members with Qualifications to Connect with Owners

- Servant-leader mentality
- Ability to understand owners' perspectives
- Willing to have transparent board processes
- Strong communication skills
- Good listening skills



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Look for Board Members with Qualifications to Develop Sound Policy

- Outward focus to discern what organizational results should be
- Systems thinker – able to see the big picture
- Open-minded – willing to explore options
- Critical thinker – ability to ask insightful questions about policies being developed
- Able to discern values
- Active participation – able to deliberate as part of a group
- Contributes to overall diversity of perspectives on the board to enhance deliberation
- Contributes to range and depth of experience on the board needed to develop sound policy



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Look for Board Members with Qualifications to Monitor CEO

- Critical thinking – able to assess interpretations and judge whether they are reasonable
- Critical thinking – able to assess evidence and determine if it is consistent with interpretations



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Additional Qualities Consistent with Policy Governance® System

- Willingness to delegate operational details
- Prepared to honor board decisions even if personally disagreed
- Commitment to active participation in all board work
- Learner mentality – prepared to participate in board education



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Add Organization-Specific Qualifications

- Passion for organizational mission
- Willing to learn to use whatever communications system the board has, such as web-based technology
- Other characteristics important to the board



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Take Stock of Current Board

Create a matrix to identify the range of perspectives and experience

- Diversity characteristics such as age, gender, ethnicity
- Amount of board experience
- Knowledge of external environment
- Connectedness with ownership
- Geographic area (if relevant)
- Experience/perspective that contribute to wise policies
- Other characteristics important to your board



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Recruit to Meet Needs

- Identify gaps – for example, is your board “male, pale and stale”?
- Prioritize recruiting to identify people who fill the gaps, but don’t simply fill a slot to meet a diversity requirement
- Important that candidates have appropriate knowledge and experience; it is possible to combine diversity and other necessary characteristics



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But . . . How Do We Know Candidates Have Desired Characteristics?

- Design a targeted interview guide for candidates
- Design questions to ask of referees
- Use questions that get to the “soft” characteristics, in addition to simply looking at experience, professional expertise



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If Board Members are Elected, Help Electors Make Informed Decisions

- Let electorate know what the board's job is
- Let electorate and candidates know what characteristics you need for good quality board members
- Ask candidates to answer specific questions and publish answers for the electorate to consider
 - Side benefit – helps educate electors about good governance



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Example of General Question for Candidates

The Board's job is to govern by making clear the outcomes it expects the organization to produce. It uses a system of governance that clearly delegates achievement of those outcomes to the CEO. The CEO is then authorized to choose the most appropriate means to achieve them, within boundaries set by the Board, but is held rigorously accountable. This frees the Board to provide strategic leadership by looking ahead to the future, rather than concerning itself with the details of day-to-day operations.

- What has been your experience in determining what the future-based outcomes should be for an organization?
- What are the strengths you would bring to that process?



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Example of General Question for Candidates

Board members are expected to deliberate openly and candidly, seeking to understand diverse viewpoints. When a decision has been made (e.g., by majority rule), all Board members are expected to respect the decision as the direction of the Board, whether or not they voted for it.

- What has been your experience in deliberating in a diverse group?
- If others were to describe how you operate in groups, what would they say?



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Use Your Ownership Connections

- When doing ownership linkage, be alert for individuals who would make good board members
- Talk to owners to identify potential candidates who have the characteristics you seek
- Approach those candidates and encourage them to let their name stand for nomination or appointment



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But . . . Our Board Members are Appointed by Someone Else!

- Identify the characteristics you need on the board
- Talk to the appointing authorities and explain what you need and why it's important
- Although you won't always get what you want, there is a strong chance that you can influence the appointments



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What About Governance Leadership Succession?

- But . . . Our board members turn over every year or two
- But . . . Our CGO has to change every year



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Challenge the Status Quo

- Why do board members have to change every year or two? Why does CGO have to be a one-year term?
- What is the ideal term of office for board members? Why?
- Balance enough time to develop governance expertise with need for periodic “new blood”
- Bylaws can be changed! You have to make the case for why it's important.



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Develop a Governance Leadership Succession Plan: Ideas to Consider

- Overall board member selection so that any board member has qualities to become CGO
- CGO-Elect rather than Past CGO (or both)
- Deliberate grooming of board members to become CGO – specify particular responsibilities; expect CGO to share what is done in the job with CGO-Elect, or board member being groomed
- Specific training in role of CGO



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Develop a Robust Orientation Program

- Your organization – history, traditions, structure
- Legal requirements
- Policy Governance system
- Board culture, why did board decide to use Policy Governance
- Board structure, committees



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Develop a Robust Orientation Program

- Board meetings, agenda structure
- Board's key relationships
- Logistical information, board support
- What do I do when
- Board working documents
- Brief operational overview
- Current governance issues and background



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Maintain a CEO Succession Plan

- Require CEO to have an internal succession plan for the short term
- Ensure board is aware of capabilities of internal successors
- Create a policy for CEO recruitment **before** it is needed
- Include requirement for a CEO to be willing to work with Policy Governance



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Have a CEO Onboarding Plan

- In addition to operational orientation, include support for CEO to learn how to use Policy Governance
 - Include support for learning to write monitoring reports



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Consider Retaining a Coach

- A good coach
 - Constantly presses you toward excellence, pointing out ways the board can continuously improve to be the very best you can be
 - Is available to provide in depth orientation to incoming board members or a new CEO
 - Provides suggestions based on experience with what can help you maintain a strong system and get the most out of it



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Some Problem Areas

- CEO doesn't really support Policy Governance implementation
 - Doesn't really want to be accountable
 - Lacks knowledge and support
 - Doesn't trust the board really means what it said in policy about how it will delegate and hold accountable



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Some Problem Areas

- A few board members actively or subversively undermine Policy Governance
 - Ensure they understand the principles and that it's a system
- Consider whether individual would be happier as an organizational volunteer rather than as a board member
- Board self-discipline crucial – use censure if nothing else works



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Further Resources for Sustainability

- Carver, John and Carver, Miriam. *Implementing Policy Governance and Staying on Track*. CarverGuide. Jossey-Bass
 - Carver, John. *Boards That Make a Difference*. 3rd Edition. Jossey-Bass. (Chapter 11 in particular)
 - Carver, Miriam and Charney, Bill. *The Board Member's Playbook*. Jossey-Bass
 - From The Governance Coach™ www.governancecoach.com
 - Best-Fit Board Member Matrix™
 - Suggested characteristics, descriptions and instructions for using
 - Best-Fit Board Builder™
 - Question bank of potential questions to assess candidates and scoring guide
 - Orientation Manual Template
 - includes predesigned information plus room to customize
 - Virtual courses on Policy Governance basics and monitoring
 - Webinars for Board Chairs, board support staff
 - Toolkits with practical application ideas
 - Books on applying Policy Governance to associations, health organizations and schools
- Policy Governance® is an internationally registered service mark of John Carver.
Registration is only to ensure accurate description of the model rather than for financial gain. The model is available free to all with no royalties or licence fees for its use.
The authoritative website for Policy Governance is www.carvergovernance.com



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