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Nose In Fingers Out - is not enough

by Karen Fryday-Field, MBA, GSP, GOVERN for IMPACT CEO



affiliates and our broader community of people interested in governance excellence have learned that 'board governance' is an unique discipline in our world. In a recent discussion of university board and president leaders, I heard governance described as "fingers out, nose in...". You can imagine, I was horrified by this limited vision or view of what governance is or how it contributes to organizational impact.

What the speaker meant by "fingers out" was that boards should not involve themselves in one-off operational decisions... very true! The board's role in operations is to empower operations through clarity regarding risk, desired organizational impact, and establishing any boundaries on operations. Further, when he said "nose in" - not a pretty picture - he meant that the board's role is to be looking for significant challenges in ethics, prudence, or the lack of results achieved for the desired recipients or beneficiaries. Again, this has some truth as the board is accountable for an ethical and prudent organization which produces meaningful outcomes/results... better, however, through a logical monitoring/evaluation process... rather than sniffing around for the bad stuff.

The most concerning thing about the "fingers out, nose in" concept of governance is that it misses some of the most important dimensions of board governance starting with strategic foresight and the leadership of specifying expected organizational outcomes. The board has a significant responsibility and opportunity to really drive the organization to critical impacts now and for the future.

The board, in its articulation of desired impact, does not create these ideas in an ivory tower or in a vacuum. The board's wisdom on strategic insight and foresight comes from critical conversations with owners, from scanning the environment to look for disrupters, from identifying opportunities to impact where there is a need, and from forming a collective ambition to have a positive impact over the long haul or as long as is needed.

We are so highly regulated these days that if all our governing boards do is 'sniff out' bad 'stuff' and keep their hands out of operations, then we really have to ask "what is the long term value of governance?".

Board members generally come to a board table because they envision and are committed to positively contributing, to make a real difference, to creating real value or impact. If this is the case, their contribution of looking beyond the day-to-day work, to looking beyond strategy, and to look forward and as a result actively influence the organization's purpose and its impact... this is a big part of governing successfully.



Should the Board Approve CEO Interpretations in Policy Governance?

by Jannice Moore

A frequent question of learners of Policy Governance is about what the board should or should not “approve” in Policy Governance. This is an area that sometimes results in confusion because it requires a shift in mindset from traditional governance practices. Traditionally governed boards “approve” (or adopt, or accept) all manner of operational decisions. This article focuses specifically on the board’s actions in respect to monitoring reports from the CEO.



Policy Governance requires a change in mindset because it frames the board’s role differently: a decision belongs *either* to the board, *or* to the CEO, but not to both. If there is to be clear accountability for results, it is necessary to be completely clear about who has authority to make any given decision. That is the reason for the Policy Governance principle that once the board has delegated fulfillment of a policy to someone, that person has authority to make “any reasonable interpretation.” If the organization has a CEO, that CEO makes the operational decisions. Only then can a board fairly hold the CEO accountable for results.

For example, if the board adopts an Ends policy requiring the result that “English second-language students will have the qualifications necessary to enter post-secondary education” the CEO may make any reasonable interpretation of that End. Keep in mind that a reasonable interpretation is an “operational definition.” Therefore, it should include measurable indicators that, if achieved, would demonstrate achievement with the End, as well as defensible rationale for why those indicators are reasonable. Since Ends are generally long-term in nature, and boards are unlikely to want to wait several years to receive reports of achievement, it’s likely there will be indicators for several stages – milestones – such as, in year one, it’s reasonable to reach a particular level of achievement, and in year two some higher level. Achieving those milestones is complying with the End, even though the ultimate long-term End may take several years to achieve.

Typically, boards see interpretations at the same time that evidence of achieving the interpretation is also provided, although the board has the right to ask for a monitoring report (including a report that includes only interpretations) at any time. There may be occasions, especially for newly created Ends, when a board wishes to see the interpretation soon after the policy is written, before evidence is available, to assure itself the policy was stated clearly enough to set the intended direction. The board’s job when it receives an interpretation is to make an assessment – an evaluation – of whether the interpretation is *reasonable*.

This is NOT the same as board members, or even the board as a whole, *agreeing with* the interpretation, since for any given policy there are a range of possible reasonable interpretations, which board members may or may not have made if they were doing the interpretation. It is determining whether a reasonable person, given the board’s words in the policy, could have made that interpretation. That is why the CEO’s defensible rationale is very important.

It also is NOT the same as the board *approving* the interpretation (which in effect would make the board, rather than the CEO, own it). Doing that is in essence saying the CEO has the right to make “any reasonable interpretation the board has previously approved” according to John and Miriam Carver in

Reinventing Your Board (p. 193). Rather, it's determining if there is enough rationale to convince the board that a reasonable person in a similar situation could have made the given interpretation.

There are three possible outcomes for the board's assessment of the interpretation:

(a) *The board determines the interpretation is reasonable.* It's important to clarify the board does not "approve" the interpretation, because as noted above, what the board "approves" or "adopts" (the words are synonymous in *Robert's Rules*) it now owns. That would violate the principle that the CEO is the only one authorized to interpret the policy. Further, circumstances could change before the next reporting period, rendering the existing interpretation unreasonable, and the CEO needs the flexibility to make a timely decision to change it without having to come back to get the board's approval— always with sufficient rationale as to why the new interpretation is now reasonable. Ideally, the board documents its decision in a motion that it has assessed the report and finds it does or does not provide a reasonable interpretation of the policy.

(b) *The board determines the interpretation is not reasonable.* In this case, the board sends the CEO back to the drawing board, with a time frame within which to produce a reasonable interpretation. Ideally, the board documents this assessment and expectation in a motion so follow-up can be tracked.

(c) *The board determines the interpretation is reasonable, but realizes the interpretation is in a direction the board did not mean when it wrote the policy.* In this case, the policy itself is flawed, so the board sends itself back to the drawing board to refine the policy and provide enough clarity so that the current interpretation would no longer be reasonable.

To recap, interpretations of Ends and Executive Limitations (the board's directions to the CEO) belong to the CEO, not to the board. Therefore, the board should never approve, adopt, or edit them. The board should rather assess or evaluate them for reasonableness. Do they meet the test of whether a reasonable person could have made the interpretation? The board then documents its assessment of the interpretation.

Serving with Confidence

By Lindsay Grillet - Co-Team Leader, Young Professionals



I often have conversations with other young professionals about the intricacies of serving on a Board of Directors. So many of us want to join a board to take a leadership position within organizations that we're passionate about, but some might feel that their voices aren't as loud as their more experienced peers. You may, as I have, struggle to speak up with confidence during board meetings or in meetings with executives.

This is where it's useful to seek out education in governance.

I joined a Board of Directors before I ever received training in how to govern effectively. So when I learned about a conference in association with [GOVERN](#)

[for IMPACT](#), I jumped at the chance to learn the concepts and tools of effective governance. I came away from that first conference feeling so much more prepared to lead my organization, and so much more knowledgeable about my responsibilities. I've been working with Govern for Impact ever since to continue to learn and provide opportunities for other young professionals to do the same.

So, if you're on a board or looking to sit on one, why should you consider attending this year's [GOVERN for IMPACT conference](#)?

- 1. Knowledge** – the number one reason is that you will learn your legal and moral responsibilities, and develop the skills to deliver those in the most effective and efficient way possible.
- 2. Confidence** – Gaining effective governance knowledge gave me the confidence to contribute in board meetings without pausing to think that maybe I don't know as much as another board member. It also gave me the confidence to accept the role as President (Chair) of IABC/Toronto – a professional association for communications professionals.
- 3. Mentorship and networking** – Sessions and workshops are great ways to develop tools and skills. However, the biggest value in any association or conference, is the ability to discuss with peers (those both less and more experienced than you) and to brainstorm over those tougher dilemmas.
- 4. Lifelong friendships** – Discussing, debating, and getting involved with like-minded peers has led me to develop so many friendships that I cherish. The people I've gotten to know through these types of associations have become some of my closest friends, and that is invaluable.

If you're looking to change the world, demonstrate leadership skills and develop strategic thinking, sitting on a Board of Directors is one of the best things you can do both personally and professionally. And gaining the knowledge and skills to govern effectively can help give you the confidence and tools to make sure your presence has an impact.

Lindsay Grillet has been working with [GOVERN for IMPACT](#) on behalf of Young Professionals for more than 5 years, and serves on the [IABC/Toronto](#) Board of Directors as Chair. She is passionate about facilitating shared understanding and has training in Psychology, Public Relations and Cross-cultural communications.

Are you Eligible to use the Governance Systems Professional (GSP) Designation?

By Michael Palmer, Govern Managing Director

Govern for Impact is now actively promoting and using the Governance Systems Professional (GSP) designation. This important designation recognizes knowledgeable governance professionals who have undertaken specific education and who have demonstrated a high level of learning in Policy Governance, the GSP fellows adhere to a code of ethics and commit to ongoing professional development. You use the designation as letters after your name and in descriptions about yourself.

To be eligible you need to have passed the Policy Governance Proficiency (PGP) program or be a Policy Governance Academy participant, agree to a GSP Code of Ethics and to ongoing professional development. This designation is renewed every three years. Special note to Academy participants, you can sign

up for GSP now, but you will need to complete the PGP “grandfathering” exam prior to June 2020.

To be a GSP affiliate you join Govern for Impact in the Fellow category. Part of this designation involves both continuing to develop your expertise as a GSP Fellow and continuing your time and talent as a Fellow to the work and community at Govern for Impact. The network of advanced practice is committed to developing governance excellence in the world.

If you are not a current Govern for Impact Affiliate you can simply sign up as a Govern Fellow, Governance Systems Professional. Go to the link [HERE](#).

If you are currently a Govern for Impact Affiliate you can register for GSP today and then upgrade your affiliation to Govern Fellow when you come up for renewal. To register for GSP send an email to mpalmer@governforimpact.org and ask about the next steps.

To date there are 20 professionals that are registered as being Govern for Impact GSP designated. If you qualify you can too! We will hold a specific learning seminar for GSP designated people at our Annual Conference in Fort Worth Texas on June 18-20, 2020. Look for upcoming information on this seminar.

What it Means to be a Governance System Professional (GSP) Fellow at GOVERN for IMPACT

GSP Fellow at GOVERN for IMPACT is a very distinguished position. We value these governance leaders and admire what they have accomplished.

Being a GSP Fellow is more than taking the Policy Governance Proficiency course and passing the exam; it is more than attending the Policy Governance Academy and passing a grandfathering exam, and it is more than continuing education credits.

GSP Fellowship is designed as a leadership position which calls for:

- Conduct consistent with a strict professional code;
- Continuous learning and sharing of ideas and wisdom within the broader governance excellence community’;
- Active participation in learning, sharing, advocacy and potentially research, and
- Volunteer involvement in aspects of GOVERN for IMPACT and its purpose.

It is not just a position but a commitment to the purpose of GOVERN for IMPACT and active involvement in pursuing this purpose. We invite everyone interested in governance excellence to consider becoming a GOVERN for IMPACT GSP Fellow.

For more information, contact:

Rose Mercier
PGP Director

Karen Fryday-Field
GOVERN, CEO

Michael Palmer
Managing Director



SAVE THE DATE
2020 GOVERN FOR IMPACT CONFERENCE

SAVE THE DATE
2020 GOVERN FOR IMPACT CONFERENCE
Fort Worth, Texas | June 18 to June 20, 2020

We Invite You to Get Excited About Learning and Connecting....

by Ted Humphrey



Fort Worth Texas will be the place to be as Govern for Impact hosts its annual conference from **June 18 to June 20, 2020**. Whether you are experienced or a new learner, whether you are a board member, CEO, consultant, student, academic, or young professional you will be able to learn, network, and be inspired.

My colleagues on the Conference Planning Committee have lined up stimulating tracks and sessions that will introduce, reinforce, and expand your knowledge of Policy Governance[®], its application, and other governance topics. We continue to observe news about the importance of board governance and the power of boards to make an impact in the world. This year's conference will continue to serve as the premier vehicle for learning the basics of Policy Governance, and we have developed advanced sessions and sessions on governance excellence so that attendees can pursue advanced topics and discuss real-world applications.

You can explore sessions on the life cycle of a board's experience with Policy Governance, Ownership Linkage, the role of Policy Governance on a board member's fiduciary responsibilities, translation of the board's big ideas into real impact in the world, and more. You will be able to learn about the Demonstrated Impact Team research on Policy Governance impact in real world.

When the passionate, intelligent, and curious come together – just like an effective board – great things occur! You will be able to network formally and informally. You will be able to compare notes and challenge yourself with further learning and be involved in critical governance conversations. Even though modern technology allows us to do things remotely, some things have to be experienced. The 2020 GOVERN for IMPACT Conference should not be missed. Treat yourself to meeting old friends, making new friends, and becoming inspired by what you and your board can accomplish.

Stay tuned for early registration information.

Share your Policy Governance Knowledge at the 2020 GOVERN for IMPACT Conference in Fort Worth, Texas

At the 2020 GOVERN for IMPACT conference we are looking for a skilled, knowledgeable, and experienced Policy Governance expert to help present an **“Introduction to Policy Governance Pre-Conference Session”**. This person will collaborate with one or more other presenter(s).

This is a good opportunity to share your expertise with people who really want to explore the Policy Governance system and principles. It is an opportunity to give back to the community. The session is on **Thursday, June 18, 2019** from **9:30 AM to 3:30 PM**.

If you are interested, please send the following information to Michael Palmer (mpalmer@governforimpact.org) by Tuesday, December 10th.

- Your contact information
- Your Policy Governance training and experience
- Speaking history and feedback received
- An outline of the presentation you would recommend to address an Introduction to Policy Governance

Thank you for considering this opportunity. If you have any questions, **please contact Michael Palmer**.



SAVE THE DATE
FACE-TO-FACE: ADVANCED PRACTICE FORUM
February 21 & 22, 2020
Orlando, Florida

This winter, warm up with fellow practitioners at GOVERN'S annual Face 2 Face Advanced Practice Forum in sunny Orlando. The forum is a setting where friends and colleagues dig into governance subjects with expert presenters from inside and outside of our learning community. We look forward to renewing lasting friendships and meeting new friends as we advance our individual and group governance knowledge and insights on advanced application. If you are committed to building excellence in Board governance, you are welcome to register for this event.

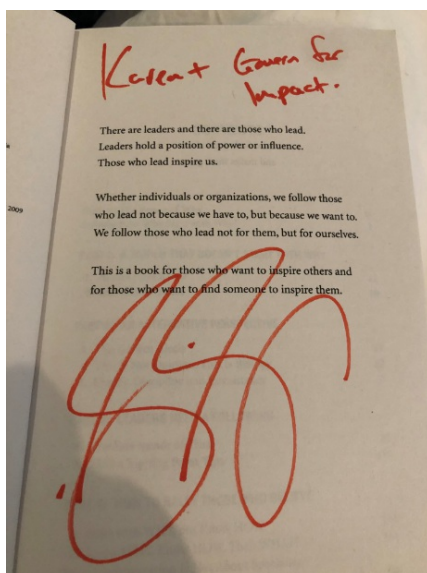
This spring we'll cover a range of topics, both broad and technical. The largest lens explores implementing effective governance in the context of whole organizational change. This will open our focus to successful change beyond the boardroom and the director level staff. A more technical module will include a detailed look at policy and monitoring related to misconduct and the complaint process. For the forum agenda, please [follow this link](#).

We invite you to forward curriculum and schedule questions to Joe Inskeep (joseph.inskeep@gmail.com). Registration for this event will be open very soon. We will let you know when. We hope to see you there!!

Joe Inskeep
F2F Forum Chair

GOVERN Meets Simon Sinek

GOVERN for IMPACT'S CEO meets **Simon Sinek** at the World Business Forum in New York and discusses GOVERN for IMPACT'S purpose. Simon signs his book "Start with Why" for GOVERN. We are working on continuing dialogue with Simon.



Thank you so very much!

GOVERN for IMPACT'S Caroline Oliver Fund

A heartfelt thank you to the many donors who have given so generously to GOVERN for IMPACT's Caroline Oliver Fund for a New Vision in 2018/2019.

GOVERN is a growing organization of dedicated volunteers with very ambitious goals. We are busy spreading the seeds of excellence in governance, furthering our purpose as an advocacy movement, a learning community, and a center for research. Your ongoing support enables us to expand governance knowledge and learning offerings, while we work to gather empirical evidence and convene global dialogues that shine much needed light on the imperative to create a better governed world.

To those who believe passionately, as we do, in the potential power of effective boards, we invite you to join us on this journey. Become a GOVERN Affiliate and encourage your organization to do so as well, engage in one of our many communities of practice (Hubs), give of your time as a volunteer. And importantly, help us fuel this essential mission with your financial support.

There's a lot of hard work ahead and we're busy gathering the resources we'll need to make it happen. We hope you'll consider GOVERN in your plans to give during this holiday season and we wish you a happy and a healthy time as you celebrate the season with friends and family.

Please reach out to info@governforopact.org if you'd like more information about GOVERN for IMPACT.

GOVERN for IMPACT Resource Team

P.S. A very special thanks to the GOVERN Board of Directors for giving 100% in 2019 and congratulations to the prize winners at the 2019 Annual Conference fundraiser in Quebec. We hope you enjoy the fabulous international getaways and all of the other prizes!

If you care to donate now, please click below.

P.P.S. GOVERN is a global 501(C)(3) nonprofit incorporated in the US. All donations are tax-deductible to the full extent of the law and according to applicable national jurisdictions.

[Donation Page](#)

Upcoming Newsletter Date

Please be advised the next newsletter is scheduled to come out on **January 23, 2020.**

GOVERN Address Change

Govern has transitioned their mailing address. The new address is as follows:

**2206 Village West Drive South
Lapeer, MI 48446
USA**

Keep in touch! Connect with GOVERN on Social Media!

Did you know you can interact with us on social media?! To keep informed on the latest news about conferences, forums and other events consider following Govern on Facebook or joining our group on LinkedIn below.



Govern is on Facebook, follow us [HERE](#) or by clicking on the image above!



Govern is on Twitter follow us [HERE](#) or by clicking on the image above!



Govern is on LinkedIn, join our group [HERE](#) or by clicking on the image above!

Don't forget to check out the **Govern Blog**... click the button below.

[Govern Blog](#)

Policy Governance® is an internationally registered service mark of John Carver. The model is available free to all with no royalties or license fees for its use. The authoritative website for Policy Governance is www.carvergovernance.com.

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