

# Governance That Transforms

## Session Two: Clarifying Board Job/Role Descriptions

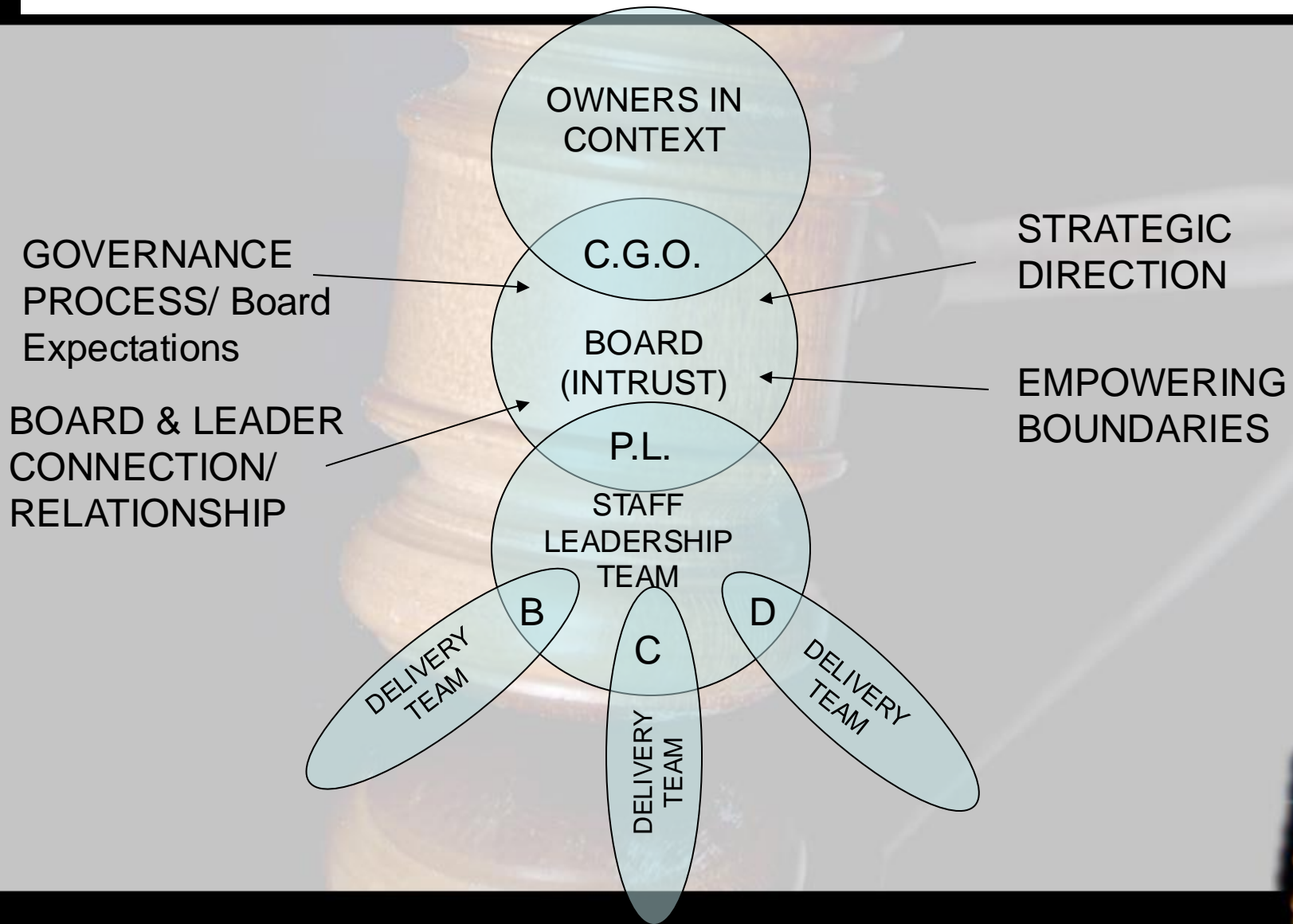
Paul Magnus



# Board Governance Model



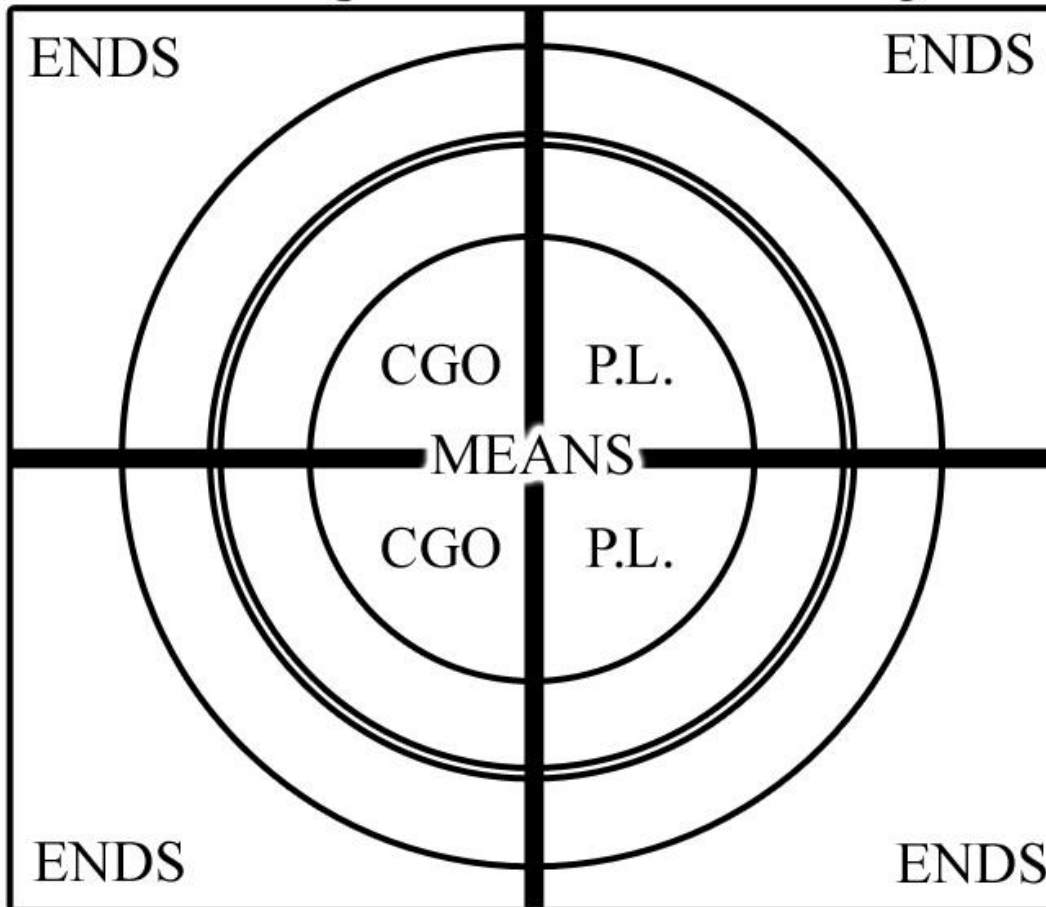
# AN INTEGRATED STRUCTURAL FLOW OF TEAMWORK AND AUTHORITY



# Board Governance Model

Board Process & Development

Strategic Direction



Board / P.L. Relationship

Operational Empowering Boundaries

# Board Governance Model

- Overview
  - Acts 6 reminder
  - Exodus 18:24-26
  - Acts 11:30; 15:6,22; 16:4; 14:23; 20:17; 21:17-26
  - The journey of delegation with need
    - Delegation of responsibility
    - Delegation of authority/empowerment
    - Expectation of accountability
    - Flow of relationship and communication building
- Ends / Means distinction

# Ends ←————→ Means

## WHAT

- Desired outcomes
  - What good
  - What people
  - What resources
- Outputs
- Impacts
- Purposes
- Targets
- Values-focused

## HOW

- Desired strategy
  - How to get to the good
  - How to get the people
  - How to raise the funds
- Activities
- Methods
- Processes
- Practices
- Action-focused

# Board Governance Model

- Board / Management distinction
- Governance / Implementation distinction
- Board Governance/Board Work Distinction
- Board Operational management/Board Policy Governance distinction
- Proscription / Prescription distinction
- Board Member Roles Distinction/Hats
- One Model fits all/one model adapted to fit each yet doing good best practice governance

# Board Governance Model

- Board as one voice / board as individual voices distinction (Board as a team)
- Prominent leader (leadership team) / Many staff voices distinction
- Board process by receiving staff reports & proposals / Board process by direction setting and empowering boundary setting ahead of with monitoring distinction

# Board Governance Principles



# Board Governance Principles

1. The board governs on behalf of some identifiable ownership/membership.
2. The board governs on the basis of written values and criteria normally written into emerging board policies.
3. The board cradles the vision and governs on the basis of *ends/identified targets or outcomes (SMART goals)*.
4. *The Board Works beyond Governance as Assigned in Policy (individual/collective work)*

# Board Governance Principles

5. The board governs on the basis of process rules for themselves.
6. The board governs on the basis of board-staff linkages with empowering boundaries.
7. The board governs on the basis of clearly articulated principles and policies.
8. The board speaks with one voice or not at all.
9. The board cradles the corp. direction (on behalf of owners and to give direction to staff leadership)

# Board Governance Principles

9. Board committees, “competing boards”, are discouraged, but if they exist they are there to help the board do its job, never to advise the staff on its job. Delivery committees are normally staff committees
10. The board should only monitor against pre-set policy or criteria.
11. The board job description is its perpetual agenda from which it develops meeting agenda.
12. The agenda should have 5 major components to & based on the four quadrants + one

# Board Job Description



# A. Strategic Ends/Direction

## A. Strategic Direction Linked Expectations

1. The board will guide a process that gains light from God, from moral owners, and from the Senior leader & staff to arrive at board cradled & owned strategic direction (SMART goals) as a basis for directing the organization, through their guiding linchpin.
2. The board will ensure that there is a staff shaped strategic action plan that becomes a guide for the prominent staff leadership's functional implementation choices and delivery and own this as one of the primary organizational resources. This flows from #1 above.

## B. Board Process and Development

1. The board will take full ownership of having a well disciplined, consistent, and ever current (and simple enough to orient new members), set of board process & development policies (values/policies) that are board owned and the board is disciplined to live by and within. All values and board policies should be in one document that is a living document and always current and updated.
2. The board will continuously grow their strength as an existing board team and with special attention to finding, orienting, and equipping of the best possible new members, with these members being selected because they match board criteria to ensure ongoing board process & development functional health and progress.



## C. Board Relationship with the Prominent staff leader

1. The board will ensure that they have an Executive/senior leader selected, placed, oriented, held able and accountable and monitored, toward deep satisfaction, against a set of widely published criteria and expectations
2. The board will do their utmost, (and invite external help as needed) to empower, coach, nurture and care for and help grow the character, chemistry, competencies, courage & culture match of their executive leader at a rate that exceeds organizational needs.

## D. Board Set Empowering Boundaries

1. The board will be crystal clear in the empowering boundaries they establish for the investment, use and management of valued corporate resources for their most senior/primary staff leader and their team. The empowering boundary is the space within which the senior leader manages the resource flow without being expected to seek permission or forgiveness.
2. The board will ensure clarity of empowering boundaries for the investment, use and management of the valued resources namely, the strategic action plan as a key resource for deployment of energy & resources, human resources, facility resources, program resources, financial resources, funding resources, & networking resources in ways that satisfy the Divine, legal, moral, ethical governing regulations.



Conclusion



# Conclusion

Best practice of board governance is *ends*-focused, governing by policy, not *means*-focused, governing operations. Furthermore, the governing board governs as a whole, not as individuals. Board authority is limited to the assembled/gathered board or as precisely delegated to a member by that gathered board. Unless otherwise indicated the board chair (chief governing officer) is the only single voice to speak on behalf of the board

Best practice boards work from a carefully written and ever current job description that is widely published & owned

# Application



# Application

1. How does your chosen integrated model of governance influence your board member selection?
2. Given this job description what are some of the key criteria that would guide such selection?
3. Given the job description what steps should be taken for the board to fully own the responsibility for their own development as a team and for the development of board replacements?

# Application

4. Considering the need for clarity, what steps do you need to take to identify clear expectations as a foundation for selecting:

- Ownership Membership?
- Board members?
- Prominent leadership?
- Other staff?

# Application

5. Discuss how you would adapt this candidate evaluation chart with your expectations:

Expectation	Criteria to identify	Rating toward decision
- Character	{	1 · 2 · 3 · 4 · 5 · 6 · 7
- Competence	{	1 · 2 · 3 · 4 · 5 · 6 · 7
- Confidence	{	1 · 2 · 3 · 4 · 5 · 6 · 7
- Chemistry	{	1 · 2 · 3 · 4 · 5 · 6 · 7
- Culture Match	{	1 · 2 · 3 · 4 · 5 · 6 · 7
- Christian maturity	{	1 · 2 · 3 · 4 · 5 · 6 · 7
-	{	1 · 2 · 3 · 4 · 5 · 6 · 7

# Application

6. How could the use of an instrument such as the preceding chart assist you in evaluating potential board and staff members and nurturing them once selected?

# Application

5. Consider how hiring, evaluating, nurturing, replacing, and releasing all depend on comparing a person with expectations. How does having these expectations *in writing* impact these processes of selection and especially the termination process?

