

CARVER GUIDE #2

YOUR ROLES AND RESPONSIBILITIES AS A BOARD MEMBER

THE GOVERNANCE PROCESS

- Board members, not staff, are morally trustees for the ownership and, consequently, must bear initial responsibility for the integrity of governance.
- Board job – making sure something happens on behalf of the ownership.
- The board's proper exercise of owners' authority is the beginning of accountability.
- As a board sets out to fulfill its trusteeship, its most immediate responsibility is to deal with the implications of being a group. Governance Process.
- The board job description is the central factor in the governance process.

THE BASIC BOARD JOB DESCRIPTION

- Three core job products that cannot be delegated to the CEO:
 - Organization's linkage to the ownership
 - Explicit governing policies
 - Assurance of executive performance

POLICY GOVERNANCE IS NOT A "HANDS OFF" MODEL

- The best governance is hands off about some things and decidedly hands on about other things. The trick is knowing when to be hands on and hands off.

Hands On - Examples

- Set the board's work plan and agenda for the year and for each meeting
- Determine board training and development needs
- Attend to discipline in board attendance, following by-laws and other self-imposed rules
- Become an expert in governance
- Meet with and gather wisdom from the ownership

- Establish the limit on the CEO's authority to budget, administer finances and compensation, establish programs, and otherwise manage the organization
- Establish the results, recipients, and acceptable costs of those results that justify the organization's existence
- Examine monitoring data and determine whether the CEO has used a reasonable interpretation of board-stated criteria.

Hands Off - Examples

- Establish services, programs, curricula, or budgets
 - Approve the CEO's personnel, program, and budgetary plans
 - Render any judgments or assessments of staff activity where no previous board expectations have been stated
 - Determine staff development needs, terminations, or promotions (except for CEO).
 - Design staff jobs or instruct any staff member subordinate to the CEO (except when the CEO has assigned a staff member to some job function)
 - Decide on the table of organization or staffing requirements.
- As owner-representative, the board holds title to the most authoritative functions in the organization. Accompanying this considerable authority is an equally considerable accountability: the board is accountable for everything the organization is, everything it does, and everything it achieves – or fails to achieve.

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EFFECTIVE ROLES IN CREATING A PRODUCTIVE BOARD

1. Be prepared to participate responsibly.
2. Remember your identity is with the ownership not the staff.
3. Represent the ownership, not a single constituency.
4. Be responsible for group behavior and productivity.
5. Be a proactive Board member.
6. Honor divergent opinions without being intimidated by them.
7. Use your special expertise to inform your colleagues' wisdom.
8. Orient to the whole, not the parts.
9. Think upward and outward more than downward and inward.
10. Tolerate issues that cannot be quickly settled.
11. Don't tolerate putting off the big issues forever.
12. Support the Board's final choice.
13. Don't mistake form for substance.
14. Obsess about ends.
15. Don't expect agendas to be built on your interests.
16. The organization is not there for you.
17. Squelch your individual points of view during monitoring.
18. Support the chair in board discipline.