

Myths about Governance Boards

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1. It is not necessary for a board member to reveal his reason for accepting a position on your board.

If you do not understand each board member's motive, it can slow down the decision-making process. It can also lead to misunderstandings, to the formation of splinter groups, or to the utilization of personal or professional associations to pressure the board to make or modify specific decisions.

2. It is not necessary for a board to set its own agenda.

If a board leaves the task of setting the agenda to the CEO or the CEO and the board chair, it can lead to dissention among the board members. Certain board members may feel they are unable get their items placed on the agenda and they may resent those board members who are successful.

3. It is not necessary to prioritize agenda items.

Most boards have packed agendas. Meeting time is limited. The first item of business is to determine which items of business are placed on the agenda for information purposes only, which are there to seek the advice of the board, and which require a decision by the board. Items that require decisions by the board should be dealt with before the end of the meeting.

4. Board members will automatically embrace their governance role.

Aspects of the governance role, such as risk management, policy development, and strategic planning, are not as interesting as many areas of management. This focus on management issues occurs naturally because many stakeholders insist that board members are responsible for addressing their concerns which relate to management issues. These include issues such as staffing, organizational rules, and organization-stakeholder relations.

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5. All board members understand the difference between management and governance.

Based on my own research, it was determined that the distinction is not clear. Therefore, boards need to set aside time to address the difference between their responsibilities and those of the CEO in eight essential areas. These are: mandate; lines of business; policies; fiscal management; planning; risk management; representation; and accountability.

6. Board members are familiar with the different models of governance.

There are 11 models of governance. Only two are fully developed. These are the Carver Policy Governance Model and the Kelleher-Flight Decision Making Model of Governance. Boards should review both of these models and choose the model which best suits their mandate.

7. Board members learn about the board, its role and the board limitations by attending meetings.

The hazard to this approach is that it can take up to two years to gain comprehensive knowledge about the board, its governance role and the limitations established in the board's mandate. That is too long, especially in cases where the term of office is three years. It is critical for boards to take time to design and offer professional development for board members. Topics could include:

- the role of the board, board members, the chairperson, sub-committees, and the CEO;
- the mandate and lines of business of the board;
- the board constitution, bylaws, and policies;
- the communications processes and plan;
- the role of the board in collective bargaining;
- the role of the board in budgeting and finances;
- the strategic planning process and associated accountability responsibilities;
- conflict resolution strategies;
- meetings, purposes, and rules of order; and
- the standards of behaviour, codes of conduct, and representation responsibilities.