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## Conveying the Role of the Board

Bob Harris, CAE

“Welcome to the board, your role is to govern.”

Not all directors know the meaning of governance. Some join the board with experience in their own work settings --- making administrative or tactical decisions each day. This is *not* governance.

Through board development directors will better understand their governance roles.

Too many boards are quick to fall to tactical and management discussions. This is evidenced in discussions that quickly tumble from strategic to tactical. For example, a discussion about increasing the profit potential of the annual conference. Discussion begins with the venue and budget but is distracted when a director asks, “Will the banquet include a choice of three entrees?”

*“These phrases should be mantras in the boardroom.”*

Strategy is characterized as long-term and visionary. Tactical discussions are low level, usually the responsibility of committees or staff. Seldom are they appropriate at the board table.

Bill Pawlucy, CAE, an international governance consultant based in South Carolina instructs: “The board has a fiduciary role to govern and it is responsible for advancing the strategic plan and the budget. These two documents serve as roadmaps. The board will decide the destination and the staff will manage the details.”

These phrases should be mantras in the boardroom.

### **Nose In, Hands Off**

An international phrase to position governance: “Nose in, hands off” suggests directors should focus their efforts on the agenda, board duties and general oversight. Hands off reminds them to leave the tactics to committees and staff. “Nose in” is NOT an invitation to micromanage.

There are related phrases. “Nose to the grindstone,” would remind directors they are accountable for certain duties. “Hands off” will remind directors to avoid fraternization with staff.

## **Trust but Verify**

The phrase “trust but verify” was made famous by President Reagan after the signing of a treaty with Mikhail Gorbachev. The Russian leader quipped, “You repeat that at every meeting,” to which Reagan replied, “I like it.”

Application at the board table suggests that directors ask the appropriate questions and trust the answers. For example, “Do we have conference cancellation insurance?” demonstrates duty of care. But there isn’t a need during the meeting to ask how much it costs and what is the name of the insurer. Clarification and additional questions can be asked after the meeting to “verify.”

## **Board Governs, Staff Manage**

This phrase balances the partnership of the board and staff team. Directors should focus on governance. Staff are responsible for management and administration. Add it as a footer at the bottom of agendas. Print it on bookmarks to include in board packets.

## **Fiduciary Role**

Fiduciary duty requires board members to stay objective, unselfish, responsible, honest, trustworthy, and efficient. Board members should exercise reasonable care in all decision making, without placing the organization under unnecessary risk. Be sure directors understand they are fiduciaries on behalf of stakeholders and should comply with the duties of care, loyalty and obedience.

## **We are in the Weeds**

Empower directors and staff to recognize when discussions have fallen to tactical levels. Everyone at the board table should feel empowered to offer, “This discussion feels like we are in the weeds.” Also remind directors, “Boards don’t do committee work at the board table.”

## **The Brain of the Organization**

According to corporate governance consultant Badri Meouchi with Tamayyaz based in Lebanon, “In so many ways the board acts very much like the brain. It thinks, debates with itself and decides on the strategic direction, and then puts in motion the acts that have to happen for that strategy to be executed.”

The brain does not walk, it gives instructions to the legs for them to do the walking, and it also monitors how and where we walk. If a big ditch is sighted by the brain, it instructs the legs accordingly so as to avoid it.

In summary, no matter how it is conveyed, the board has to understand its legal and essential role in governance. Discussions should be deliberate, produce results and avoid micromanagement.

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Note: Bob Harris, CAE, provides free governance tips and templates at [www.nonprofitcenter.com](http://www.nonprofitcenter.com).