
Serving on a Board of Directors: Governing Well

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Roles of the Board of Directors



Legal Duties as a Board Member

Duty of Care

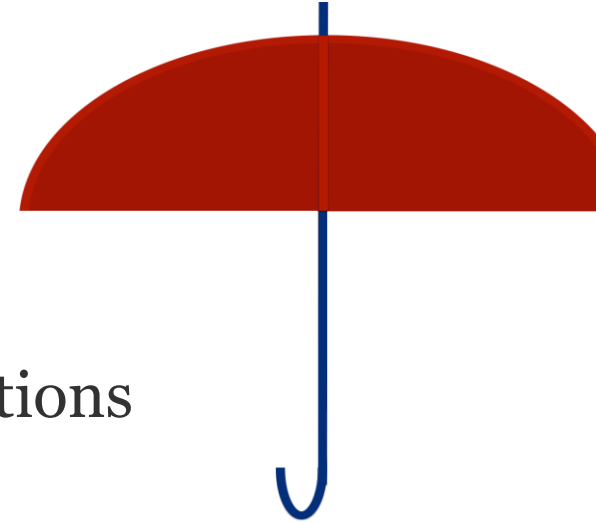
- Use your best judgement
- Stay informed and attentive
- Ask pertinent and challenging questions

Duty of Loyalty

- Disclose conflicts of interest
- Put aside narrow personal/professional interests

Duty of Obedience

- Support the organizational mission
- Obey the law and organizational governance documents



Work of Leaders








Alignment





**Governance
≠ Operations**

Effective Board Governance

Governing

focusing on *what* the outcomes should be

focus on policy & future directions

ensuring *that* the organization is well run

strategic thinking

Operations

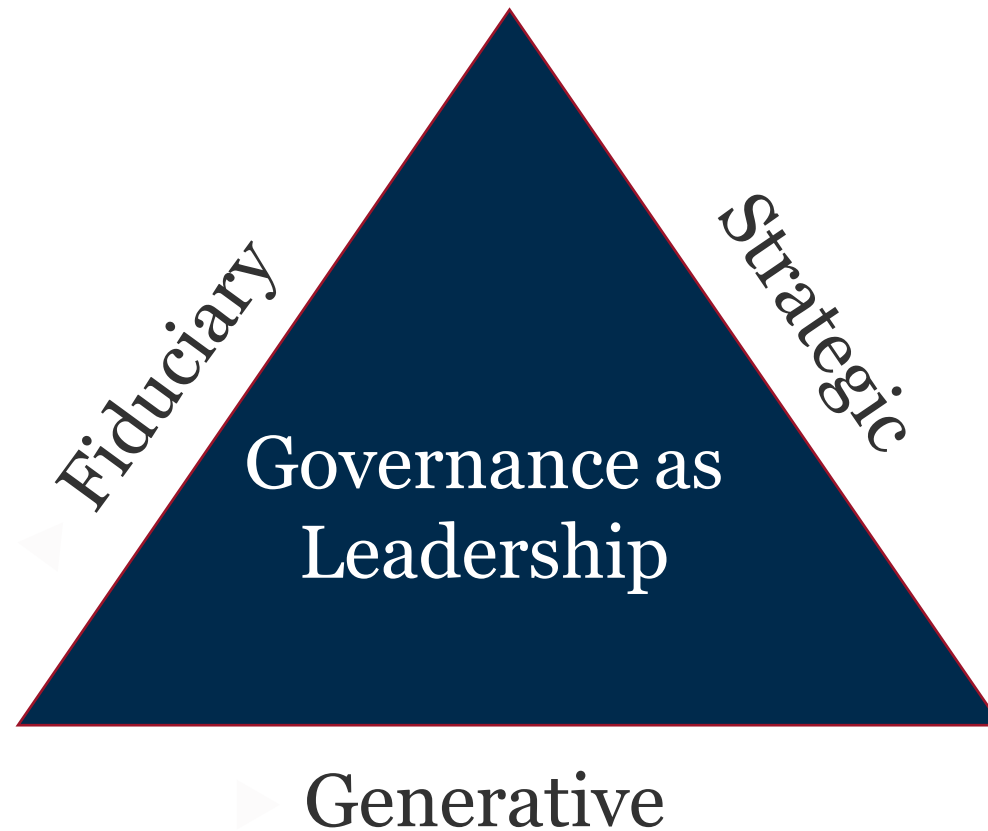
deciding *how* outcomes are to be achieved

focus on operations/execution of plans

running the organization

tactical work

Source: Tecker, Frankel, Meyer; “Toward Better Governance,” *Association Management*, 2002



Chait, R.P., Ryan, W.P., Taylor, B.E. 2005. *Governance as Leadership: Reframing the Work of Nonprofit Boards*. Board Source.

Modes of Governance

I. Fiduciary: Act as stewards of tangible assets; deploy resources wisely; ensure legal and financial integrity

II. Strategic: Scan internal and external environments; strategic thinking; design and modify strategic plans

III. Generative: Frame and confront challenges rooted in values, traditions, and beliefs; engage in sense-making, meaning-making, and problem framing

	Fiduciary	Strategic	Generative
Board Focus	Define problem(s)	Solve problem(s)	Frame problem(s)
Board Process	Parliamentary procedure	Logical and empirical discussion	More informal and creative
Problems are to be...	Spotted	Solved	Framed
Decision Making	Resolution	Reaching consensus	Framing the question
Board sees their role as....	Oversight/ authority	Strategist	Fresh perspective
Key Question	What's wrong?	What's the plan?	What's the question?
Performance Metrics	Facts, figures, finances, reports	Strategic indicators, competitive analysis	Signs of learning and discerning

Board Agenda

- Big stuff first
- Minivisioning sessions with provocative questions
- Background briefing papers



Committees

1. help facilitate the **board's** work
2. prepare **board** members for informed decision making
3. provide a mechanism to use all available skill and expertise



Volunteering = Giving one's time to drive mission



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Axelrod, A.R. (2013). *The Governing Board: Key Responsibilities for Boards and Board Members*

Bowers, A. & Gazley, B. (2013). *What Makes High-Performing Boards: Effective Governance Practices in Member-Serving Organizations*

Chait, R.P., Ryan, W.P. & Taylor, B.E. (2005). *Governance as Leadership: Reframing the Work of Nonprofit Boards*. Board Source.

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“

The case for women is not that they are inherently better or more moral. It is that they are half of humanity and should have the same opportunities—and be judged by the same standards—as the other half.”

Chinamanda Ngozi Adichie

Author

