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## THE ARTFUL WORK OF GOVERNANCE

For years, I've had the opportunity to advise many different boards on issues of governance, strategy, and transition. It's always been exciting work, focused on the pain points at the center of what will enable an organization to recover from challenges and/or build on success to thrive into the future. Different boards serve different "customers"—whether it's a corporate board meeting the needs of its shareholders, a not-for-profit board meeting the needs of those it serves, or a professional society or trade association meeting the needs of its members. While each and every board is unique, not-for-profit trustees and corporate directors both grapple with similar questions:



- How can I ensure we are paying attention to the right set of risks and issues?
- What information do I need to ask good questions and engage in constructive debate with my colleagues?
- What is the best way to simultaneously support and hold accountable the chief executive?
- What is the value I contribute?

My own board service has helped me appreciate the challenges and dilemmas of productively answering these questions even more. I must say it's easier to advise boards than it is to navigate their complexities as a board member!

Governance is hard work—some may even call it an art—and it demands ongoing, intentional efforts to ensure its effectiveness. More importantly, the unique nature of each board must be reflected in any effort to strengthen it. Sure, there are best practices and guidelines that provide a framework for “good governance.” Best practices are important, but what's more important is being clear about what the organization is trying to achieve and striking the right balance between the roles of the board vs. that of the staff to ensure that it can happen. As an advisor and a board member, I've found the following issues to be central to this work.

**1. Clarify the board's purpose, relative to the chief executive.** While all boards share the same purpose—to provide oversight and guidance to leadership as it executes its plan—how well organizations translate this into action varies. I often see boards overstepping their bounds, delving into the operations. On the flip side, I've also seen chief executives overly shield their boards from critical information and decisions. Every board should have a clear understanding about the board/staff relationship that works best for their organization, and mechanisms to ensure they can adjust the balance as the organization matures.

**2. Ensure that board structure, composition, and purpose link to the business of the organization.** If the purpose of the board is to provide strategic direction, oversight, and financial stability, then its structure and the composition of its membership must ensure that those purposes can be met. What are the core needs of the business in terms of expertise, philanthropic contribution (if relevant), relationships, or other sources of value that can ensure the governing body is able to effectively carry out its function? What committees are needed, and are their charges clear enough to provide value? Are there committees that no longer serve a purpose that could be sun-setted or adapted to meet a new challenge? Are there other structures that would provide support and guidance beyond the board itself (e.g., advisory boards, regional or district structures, etc.)? Boards should take a look at their structure and composition on an annual basis to ensure its form is up to the task of enabling its function.

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To learn more about Jennifer, [click here](#).

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**3. Create meaningful engagement.** In almost every board I've worked with, members tell me they are worried about the contributions they are making: "Is the time I'm spending really making a difference?" Conducting annual board self-assessments is a powerful way to identify the strengths and opportunities for improvement for the full board and its individual members. I'm surprised by how many boards don't do this important work. Another level of meaningful engagement that is often overlooked in member-driven organizations, like associations or professional societies, is how to meaningfully engage members to better understand the value they want from the organization. Since the boards of these organizations are populated with members, finding ways to ensure the broader diversity of the membership is represented on the board and that voices across all categories of membership are heard is critical. It's particularly important to engage younger members, as how they are engaged early on will shape their commitment to the organization and its future success.

The artful work of governance requires trustees and directors to grapple with these issues, as they work to effectively take up their roles in the service of advancing the mission/purpose of their respective organizations.

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