**A Summary of Boards That Make a Difference by John Carver**

I’ve heard a lot of people talk about “the Carver Model,” but never really knew what it was. Well, now I do, and I’d have to say I’m a pretty big fan. At least on the theory side of it. But how much of it is practical? I don't know, but why don’t I start by just trying to digest the 24 dogears I added as I went along?

***In fact, the importance of the owners-to-board link is so great that the proper board job is best described as ownership one step down rather than management one step up. This concept alone completely changes the nature of governance.***

That pretty well sums up Carver’s Policy Governance Model. The board is not a group of “super-managers,” it is a group of “mini-owners.” It does not manage anything. It determines what success looks like and holds the staff accountable for getting there.

Certain common practices are such obvious drains on board effectiveness that one does not need a sophisticated model to recognize them. Although some boards may avoid a few of the following conditions, rarely does anyone board avoid them all.

**Time spent on the trivial**. Items of trivial scope or import receive disproportionate attention compared with matters of greater scope and importance. Richard J. Peckham, on joining a major public board in Kansas, found it so lost in trivia that “I thought I’d been banished to outer darkness.” Major program issues go unresolved while boards conscientiously grapple with some small detail. An Illinois school board proudly proclaimed the “active role the members of our board take in purchasing decisions…The administration [in replacing desks in two classrooms] was directed to select three chairs from different companies and have them available for the next board meeting. The board then made the decision on warranty, durability, price and color.” A national survey found that almost half of America’s school boards made the purchasing decisions for tape recorders, cameras, and television sets (National School Boards Association, n.d.). Little wonder that Chait, Holland, and Taylor (1996) claim, “Trustees are often little more than high-powered, well-intentioned people engaged in low level activities” (p. 1).

**Short-term bias**. The time horizon for board decisions is more distant than anywhere else in the organization. Yet we find boards dealing mainly with the near term and, even more bizarre, with the past. Last month’s financial statement gets more attention than the organization’s strategic position.

**Reactive stance**. Boards consistently find themselves reacting to staff initiatives rather than making decisions proactively. Proposals for staff action and recommendations for board action so often come from staff that some boards would cease to function if they were asked to create their own agenda.

**Reviewing, rehashing, redoing**. Some boards spend most of their time going over what their staff has already done. “Eighty-five percent of our time was spent monitoring staff work,” says Glendora Putnam, Boston, about a prominent national board. “We can’t afford that. We have too much wisdom to be put to use.” Just keeping up with a large staff can take prodigious hours and even then can never be done fully. But the salient point is that reviewing, rehashing, and redoing staff work—no matter how well—do not constitute leadership.

**Leaky accountability**. Boards often allow accountability to “leak” around the chief executive. Having established a CEO position, the board members continue to relate in their official capacities with other staff, either giving them directions or judging their performance, rather than allowing the CEO to do his or her job.

**Diffuse authority**. It is rare to find a board-executive partnership wherein each party’s authority has been clarified. Often, a vast gray area exists. When a matter lies in this uncertain area, the safe executive response is to take it to the board. Instead of using this opportunity to clarify to whom the decision belongs, the board simply approves or disapproves. The event has been settled, but the boundaries of authority remain as unclear as they were before.

**Complete overload**. Unless a board rubber-stamps decisions or just ignores issues, it is likely to be overwhelmed by a seemingly impossible job. The board just cannot get to everything and is likely to miss important red flags.

This is a great list of dangers to avoid.

In constructing a new wisdom of governance, I found it necessary to create categories to guide a board’s debate and pronouncements, groupings not derived from administration but from the nature of governance. These categories also serve as vessels to contain board policies as they accumulate, and thereby become divisions of the board policy manual. The categories embrace board policies about (1) ends to be achieved, (2) means (defined simply as non-ends) to be avoided, (3) the interface of board and management, and (4) the practice of governance itself.

A big part of the book is about these four areas of appropriate board action and policy setting. I like their elegance, but find the formal adherence advocated in the book a little unrealistic unless the whole model is willingly embraced by the board. Still, the can serve me as guideposts as I work with my board and help shape their agendas. Essentially, they should define (1) what we should achieve, and (2) what we should not do in pursuit of that achievement. What Carver means by (3) and (4) is a little fuzzy for me right now. Those lessons may reoccur to me as I continue to transcribe.

Remember that the most effective governance controls what needs to be controlled, yet sets free what can be free.

Yeah, that’s what I just said. The board should have complete control over what success looks like, but only control how to get there by proscribing those strategies that it finds objectionable.

As construed by the Policy Governance model, then, all board policies fall into these groups:

1. Ends. The organizational swap with the world. What human needs are to be met (in results terms), for whom (outside the operating organization), and at what cost or relative worth. It is important that no means be included in this category.
2. Executive Limitations. Boundaries that limit the choice of staff means, normally for reasons of prudence and ethics. While means includes practices, activities, circumstances, and methods, the most comprehensive definition for means is simply “non-ends.”
3. Board-Management Delegation. The manner in which authority is passed to the executive or staff component of the organization and the way in which performance using that authority is reported and assessed.
4. Governance Process. The manner in which the board represents the ownership, disciplines its own activities, and carries out its own work of leadership.

And here’s the (3) and (4) I was a little fuzzy about before. As described in a diagram on page 74 that’s too hard for me to reproduce here, the Board sets policy in each area until the point that any action based on a reasonable interpretation of policy is acceptable to it. The whole organization is represented as a circle, divided into four quadrants, one for each policy area. The Board defines its policies “downward” toward the center of the circle from the boundary of each quadrant, delving more deeply in some areas than in others. The space between the inward edge of these policies and the center of the circle is the territory of action and implementation, which the Board has no direct role in. For (1) and (2), authority over this zone is given to the chief staff executive, and for (3) and (4) that authority is given to the chief governance officer.

The most insidious counterfeits are activities associated with good intentions or with well-accepted reasoning. For example, because making more handouts available for training sessions shows good intent or sense, the number and quality of handouts might come to be judged as more important than the effect of training. The areas to which such confusion can extend are endless. In response to public clamor to compensate teachers on the basis of competence, it is not uncommon for the education establishment to propose incentives for teachers who take more graduate courses!

In the social service field, a revered counterfeit is unit cost. Unit cost is the cost in dollars of providing a time unit of service. Pupil-day expenditure is a comparable public school term. Unit cost comes to be the measure of whether a service organization is doing as much per dollar as it should. But unit cost is not related to the effectiveness of a service, so it does not measure productivity (efficiency in producing benefits per dollar), as social programs pretend it does. For example, the unit cost mentality leads to the assumption that $80 per hour or professional activity is better than $110 per hour, although there is absolutely no reason to believe so. Perhaps the $110-per-hour serve is 150 percent more effective in attaining the results sought! Unit cost would simply be an innocuous measure if institutions had not come to believe it to be a true productivity measure.

An organization can become so permeated by the belief that well-intended or reasonable actions (rather than results) are the reason for existence that no one realizes something is awry. A striking example is the allegiance given to services and programs as if they were results. Services and programs are often treated as if they have value in themselves; however, they are only packages of prescribed activities. In Policy Governance, services and programs are always and only means. The ends concept prevents righteous busyness from becoming just as meaningful as results, or perhaps even more so.

The threat of good activity being perceived as an end is so great that it can hardly be overstated. Without constant vigilance and systems to support that vigilance, says Odiorne (1974), “People tend to become so engrossed in activity that they lose sight of its purpose… They become so enmeshed in activity they lose sight of why they are doing it, and the activity becomes a false goals, an end in itself… Falling into the activity trap is not the result of stupidity. In fact, the most intelligent, highly educated people tend to be those most likely to become entrapped in interesting and complex activities” (pp. 1-7).

It is not that good intentions or sensible actions by staff are unimportant. It is that they in no way constitute the reason for an organization’s existence. Commendable activities are only means.

Boy, do I hear that. In coming up with our measurements of quality, I had better make sure we are measuring ends and not means.

A deputy CEO to whom everyone else reports when the CEO is unavailable is almost sure to represent wasted managerial power. More than two executives vertically configured, each with supervision over only one person, almost certainly means someone has a position but no job.

Had to throw that one in, since that was exactly the situation I was previously in.

Though it is unlikely to do so, the board may choose not to address more detailed specifications after it has adopted the top statement. If the board agrees that any reasonable interpretation of the global ends language on the part of the CEO would be acceptable, then it need say no more. That is, if all the possible priorities among subresults, subrecipients, and costs are acceptable, there is no reason for the board to narrow the expected results by passing more policies. The board can simply refrain from further pronouncements and allow the CEO to resolve all smaller or narrower choices among ends. Most boards are understandably reluctant to leave such broad issues to the CEO, so they rarely stop at this point.

The top statement is the global ends statement, or the mission statement, so this means that some boards may only define that and leave all implementation to the CEO. Few associations would do that, but the point is an important one. They could. The board should only define as much as they need to and no more.

Further, the policies do not give the CEO power to do this or that. They take power or latitude away (“You may not…”). The CEO has whatever power the board does not withhold: the board is saying, “Go till we say stop,” rather than “Stop till we say go.”

This is truly how my new association runs things and it is a new dynamic for me to get used to.

Here’s a good summary of how Carver thinks the Board and the CEO (“president”) should interact with each other:

Garden City Community College, Garden City, Kansas

Board-Management Delegation Policy

“Delegation to the President”

All board authority delegated to staff is delegated through the president so that all authority and accountability of staff—as far as the board is concerned—is considered to be the authority and accountability of the president.

1. The board will direct the president to achieve certain results for certain recipients, at a certain cost through the establishment of Ends policies. The board will limit the latitude the president may exercise in practices, methods, conduct, and other “means” through the establishment of Executive Limitations policies.
2. As long as the president uses any reasonable interpretation of the board’s Ends and Executive Limitations policies, the president is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
3. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between the board and president domains. By doing so, the board changes the latitude given to the president. So long as any particular delegation is in place, the board members will respect and support the president’s choices.
4. Only decisions of the board acting as a body are binding upon the president.
5. Decisions or instructions of individual board members, officers, or committees are not binding on the president except in rare circumstances when the board has specifically authorized such exercise of authority.
6. In the case of board members or committees requesting information or assistance without board authorization, the president can refuse such requests that require—in the president’s judgment—a material amount of staff time or funds or are disruptive.

Wouldn’t it be great if it really worked that way? Careful what you wish for. Here’s more:

Board members and the CEO are colleagues. The relationship between the CEO and any individual board member is collegial, not hierarchical. Because the CEO is accountable only to the full board and because no board member has individual authority, the CEO and board members are equals. The relationship between the CEO and the board chairperson should be one of supportive peers as well. They are not hierarchically related, because to be so would shift the CEO function to the chairperson.

This is one I really need to work on. The Chairman is not my boss. The Board is my boss. The Chairman and I are peers, each working to achieve the Ends set by the Board. I should stop acting like he’s my boss.

If the board adopts the discipline of monitoring only what it has already addressed in policy, its anxiety will drive it to develop all the policies needed. “If you haven’t said how it ought to be, don’t ask how it is,” describes the principle that forces a board to monitor instead of meander.

Great advice. How do you implement it?

The importance of limiting CEO evaluation to the criteria represented by board policies on ends and executive limitations is so great as to merit repetition. It is common for boards to indulge their (or their CEO’s) need to assess CEO skills and personality. To be sure, CEOs, like anyone else, have areas that need improvement. It is to their benefit for them to seek the help of knowledgeable advisors and to continue their education and development. But if, commendably, they do so and ends are not achieved or executive limitations not observed, why should they earn points for self-improvement efforts? On the other hand, if they do no self-development but achieve the ends and observe the executive limitations, why should they be penalized? The purpose of evaluating the CEO is not to become the CEO’s coach. In fact, it is best for the board not to think of itself as evaluating the CEO at all. It should evaluate the organization based on relevant board policies and pin that evaluation on the CEO.

Here, here. And dammit, if that isn’t what my new Board is doing with me. They are giving me a mechanism to pursue my own professional development, but they are not tying my evaluation to it. I’m being evaluated on performance goals for the association.

**Governing - Hands On!**

Examples of What the Board Should Do Hands On:

1. Set the board’s work plan and agenda for the year and for each meeting
2. Determine board training and development needs
3. Attend to discipline in board attendance, following bylaws and other self-imposed rules
4. Become expert in governance
5. Meet with and gather wisdom from the ownership
6. Establish the limits of the CEO’s authority to budget, administer finances and compensation, establish programs, and otherwise manage the organization
7. Examine monitoring data and determine where the organization has achieved a reasonable interpretation of board-stated criteria

**Managing the Staff - Hands Off!**

Examples of What the Board and Its CGO Should Keep Hands Off

1. Establish services, programs, curricula, or budgets
2. Approve the CEO’s personnel, program, or budgetary plans
3. Render any judgments or assessments of staff activity for which no previous board expectations have been stated
4. Determine staff development needs, terminations, or promotions
5. Design staff jobs or instruct any staff member subordinate to the CEO (except when the CEO has assigned a staff member to some board function)
6. Decide on the organizational chart and staffing requirements
7. Establish committees to advice or help staff

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**The Board’s Responsibility for Board Performance**

Board members, not staff, are trustees in a moral sense for the ownership and, consequently, must bear initial responsibility for the integrity of governance. “He that would govern others, first should be the master of himself” (Massinger, 1979). The board is responsible for its own development, its own job design, its own discipline, and its own performance. Before any discussion of board process to improve governance, this responsibility must be clear to board and staff alike. Primary responsibility for board development does not rest in the CEO, staff, funding bodies, or government. These other parties doubtless have an interest in better governance. They may even seize the opportunity to affect governance quality. But they are not where responsibility for governance resides.

Only responsible stewardship can justify a board’s considerable authority. Board members who do not choose to accept this breadth of responsibility should resign. If they do not, it is the responsibility of other board members to structure a board development system in which such persons are, if not “converted,” eliminated from the board. Being warm, willing to attend meetings, inclined to donate money, and interested in the organizational subject matter do not constitute responsible board membership. These characteristics are desirable but far from sufficient.

It is inviting to rely on the CEO to motivate a board. This scenario frequently extends further than the provision of an occasional motivational “fix.” It may extend as far as spoon-feeding. No matter how well the CEO tells the board what to do and when to do it, governance cannot be excellent under these conditions. Going through the motions, even the “right” motions, is fake leadership that transforms a CEO into a baby-sitter. Only a deluded board waits for its CEO to make it a good board.

Under these conditions, public-spirited and ethical CEOs prod the board to do and say what they think a responsible governing body should do and say. With time, observers of such a situation may questions the need for the board to be responsible: “If everything turns out well, what is the fuss? Getting the board to be truly responsible may be pedantic and perhaps unrealistic. After all, board members frequently are just volunteers; how can a part-time, outside group of largely nonprofessionals presume to tell a professional or technical staff what to do?” This litany impedes any further inclination to motivate leaders to lead.

The preceding unhappy scenario is the best-case scenario! What if the CEO is not public-spirited and ethical? The improprieties resulting from lackadaisical governance are easy to imagine. I have observed boards whose laissez-faire rubber-stamping came to an abrupt end upon discovery of misconduct. Most nonprofit boards are too private or too small for public embarrassment to be a realistic threat, but they must endure their own awareness of having been asleep at the throttle. Their failure may have been not in misjudging a specific issue but simply in not having realized that the throttle belonged to them. The debacles at Enron, WorldCom, and other corporations are prime examples of the failure of governance that are familiar to anyone who reads a newspaper.

Boards are responsible for their attendance, discipline, governance methods, development, agendas, and ability to envision the future. Others can help. Surely the CEO should even be required to help. Helpers, however, can only assist a body that has assumed full responsibility for itself; helpers can only marginally compensate when ostensibly responsible parties are not taking responsibility.

The board of the Ohio College of Podiatric Medicine has set the standards to be met in the conduct of board affairs. Notice how the board makes clear that it, not its staff, is responsible for the board’s governance performance.

**Ohio College of Podiatric Medicine, Cleveland**

**Governance Process Policy**

**“Governing Style”**

The board will govern with an emphasis on (a) outward vision rather than an internal preoccupation, (b) strategic leadership more than administrative detail, (c) clear distinction of board and chief executive roles, (d) collective rather than individual decisions, (e) future rather than past or present, and (f) proactivity rather than reactivity. The board will:

1. Deliberate in many voices, but govern in one.
2. Cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be an initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board’s values.
3. Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board’s values and perspectives. The board’s major focus will be on the intended long term impacts outside the operating organization, not on the administrative or programmatic means of attaining those effects.
4. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuity of governance capability. Continual board development will include orientation of new members in the board’s governance process and periodic board discussion of process improvement. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
5. Monitor and discuss the board’s process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Staff Linkage categories.

This stuff really speaks for itself, doesn’t it? Do I really need to say anything?

**Here is a summary of the board’s job products:**

1. Linkage to the ownership. The board acts in trusteeship for its ownership and serves as the legitimizing connection between this base and the organization.
2. Explicit governing policies. The values of the whole organization are encompassed by the board’s explicit enunciation and proper categorization of broad policies.
3. Assurance of satisfactory organizational performance. Although the board is not responsible for carrying out the staff’s job, it must ensure that the staff as a total body meets the criteria the board has set. In this way, its accountability for that performance is fulfilled.

Each of these three products is a job output, not a job activity, though any number of attendant activities are implied.

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**Bissell Centre of Edmonton, Alberta, Canada**

**Governance Process Policy**

**“Committee Principles”**

The board may, from time to time, establish committees to help carry out its responsibilities. To preserve board holism, committees will be used sparingly, only when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the board’s job.

1. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
2. Board committees are to help the board do its job, not to help the staff do its job. Committees will assist the board chiefly by preparing policy alternatives and implications for board deliberation. Board committees are not to be created by the board to advise staff.
3. If a board committee is used to monitor organizational performance in a given area, the same committee will not have helped the board create policy in that area. This is to prevent committee identification with organizational parts rather than the whole.
4. Board committees cannot exercise authority over staff, and in keeping with the board’s focus on the future, board committees will ordinarily have no direct dealings with current staff operations. Further, the board will not impede its direct delegation to the Executive Director by requiring approval of a board committee before an executive action.

If ever there were extracts that I need to take out a read from time to time it is these. Things are so clearly stated and they make SO MUCH SENSE!!!

To promote the degree of strategic leadership championed in these pages, five qualifications, among others, are necessary:

1. Commitment to the ownership and to the organization’s specific area of endeavor. As agents of the organization’s ownership, board members must be committed to that trust. Commitment to the ends as currently stated is important, though less so, for ends are a continuing creation of the board itself. Therefore, fidelity to those in whose name ends are created is more essential than fidelity to the current wording.
2. Propensity for thinking in terms of systems and context. Some people focus quickly on parts. Whatever the relationship of whole to part might be, these persons more readily focus on the part itself for inspection, discussion, and decision. Such persons, with all good intentions, place distractions, if not massive roadblocks, in the way of strategic leadership. Prospective members who are more comfortable with parts have a valuable gift, but one that can more usefully be shared as a volunteer advisor to staff than as a board member. The board needs members who are cybernetically aware, drawn naturally to the harmony of the whole.
3. Ability and eagerness to deal with values, vision, and the long term. The board members who make the best contributions are those who have a natural propensity for looking not only beyond the stream of single events but beyond systems to the values on which they are based. It is only a small step from divining today’s values as they currently are to planning tomorrow’s values as they should be. What stronger argument can be made that a board member’s greatest gift to enterprise is educing, weighing, challenging, and frequently fighting over values?
4. Ability to participate assertively in deliberation. Productive board deliberation depends on bringing the foregoing characteristics to the governance struggle. Boards are overly tolerant of members who fail to share their capacities in a way that enhances the deliberative process. It is not enough to have the potential to be a good board member; the potential must be manifested through participation.
5. Willingness to delegate, to allow others to make decisions. Board members, with respect to one another, must be able to share power in the group process and, with respect to staff, must be able to delegate. Board members who are loath to delegate will impair the board’s leadership by constantly bringing small issues up for consideration. They will impair staff by denying them the opportunity to grow.

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Mediocrity can pass tests that excellence fails.

This is referring specifically to the funding bodies, regulatory agencies, and lawmakers that may require associations to do certain things or organize themselves in certain ways, things and ways that made run counter to the principles of Policy Governance. Carver’s advice is, obviously, you must follow the law, but that’s not why I flagged this quote. To me its another reminder of the way the mediocre world rejects the unrecognized genius. It’s the mediocre ones who design the tests, so is it any wonder that the mediocre are the ones best positioned to pass those tests? When excellence fails, it isn’t because its inferior to mediocrity, it’s because it’s being measured against inappropriate standards. It’s like the CME world that is set up to measure class time instead of learning.

For self-evaluation to have practical effect, it must be frequent. In fact, frequent crude evaluations have a far greater effect than infrequent precise ones. For that reason, boards should devote at least a brief amount of time in each meeting to evaluating whether they are on course. An annual, more meticulous evaluation may be used as well, but it will not have as great an effect on ongoing board performance. In no event should board self-evaluation be a matter of downloading some generic form from the Internet.

Yes, I’m going to do this.

Universally Accepted Principles of Accountable Governance

1. The board governs on behalf of all owners.
2. The board is the highest authority in the company, below only the owners.
3. The board is the initial authority in the company.
4. The board is accountable for everything about the company.
5. All authority and accountability is vested in the board as a group.
6. Governance roles and executive roles have different purposes.
7. Delegation should be maximized, short of risking the board’s fulfillment of its accountability.
8. Assessing board performance requires evaluation of both governance and management.

And here’s the final summary.

**So what are the essential elements of the model**, in the absence of which one can be said to be borrowing from Policy Governance but not using it? After all, the use of the word model is not happenstance; used in its scientific rather than its structural sense, it means a system of integrated, interacting parts. As with a clock, removing one wheel may not spoil the clock’s looks, but it seriously damages its ability to tell time. It becomes an ornament, not a clock. So in Policy Governance, which wheels would have to be in place to still have our “clock?” Here, adapted from previous publications, is a list of the minimum requirements:

1. The board connects its authority and accountability to those who morally (if not legally) own the organization—if such a class exists beyond the board itself—seeing its role as servant-leader to and for that group. Owners, as used in the Policy Governance model, are not all of the stakeholders but are only those who stand in a position corresponding to shareholders in an equity corporation. Therefore, staff and clients are not owners unless they independently qualify as such.
2. With the ownership above it and operational matters below it, a governing board forms a distinct link in the chain of command or moral authority. Its role is commander, not advisor. It exists to exercise that authority and properly empower others rather than to be management’s consultant, ornament, instrument, or adversary. The board—not the staff—bears full and direct responsibility for the process and products of governance, just as it bears accountability for any authority and performance expectations delegated to others.
3. The board makes authoritative decisions directed toward management and toward itself, its individual members, and committees only as a total group. That is, the board’s authority is a group authority rather than a collection of individual authorities.
4. The board defines in writing (a) the results, changes, or benefits that should come about for (b) the specified recipients, beneficiaries, or other targeted groups, and (c) at what cost or relative priority for the various benefits or various beneficiaries. These are not all the possible benefits that may occur but are those that form the purpose of the organization, the achievement of which constitutes organizational success. Policy documents containing solely these decisions are categorized as Ends in the terminology of the Policy Governance model but can be called by whatever name a board chooses, as long as the concept is strictly preserved.
5. The board defines in writing the behaviors, values added, practices, disciplines, and conduct of the board itself and of the board’s delegation and accountability relationship with its own subcomponents and with the executive part of the organization. Because these are non-ends decisions, they are called board means to distinguish them from ends and staff means. All board behaviors, decisions, and documents must be consistent with these pronouncements. In the terminology of the Policy Governance model, documents containing solely these decisions are categorized as Governance Process and Board-Management Delegation but can be called by whatever names a board chooses, as long as the concepts are strictly preserved.
6. The board makes decisions with respect to its staff’s means decisions and actions only in a prospective way in order simultaneously (a) to avoid prescribing means and (b) to place off-limits those means that would be unacceptable even if they work. Policy documents containing solely these decisions are categorized as Executive Limitations in the terminology of the Policy Governance model but can be called by whatever name a board chooses, as long as the concept is strictly preserved.
7. The board’s decisions in Ends, Governance Process, Board-Management Delegation, and Executive Limitations begin at the broadest, most inclusive level and, if necessary, continue into more detailed levels that narrow the interpretative range of higher levels, proceeding one articulated level at a time. These documents are exhaustive, replacing or obviating board expressions of mission, vision, philosophy, values, strategy, goals, and budget. They are called policies in the terminology of the Policy Governance model but can be called by whatever name a board chooses, as long as the concept is strictly preserved.
8. If the board chooses to delegate to management through a chief executive officer, it honors the exclusive authority and accountability of that role as the sole connector between governance and management. In any event, the board never delegates the same authority or responsibility to more than one point.
9. In delegating decisions beyond the ones recorded in board policies, the board grants the delegatee the right to use any reasonable interpretation of those policies. In the case of Ends and Executive Limitations, when a CEO exists, the delegatee is the CEO. In the case of Governance Process and Board-management Delegation, that delegatee is the CGO (chief governance officer), except when the board has explicitly designated another board member or board committee.
10. The board monitors organizational performance solely through fair but systematic assessment of whether a reasonable interpretation of its Ends policies is being achieved within the boundaries set by a reasonable interpretation of its Executive Limitations policies. If there is a CEO, this assessment constitutes the CEO’s evaluation.

A Blog posted on Saturday, August 18, 2007