



# THE PASSIONISTS OF HOLY CROSS PROVINCE OFFICE OF POLICY GOVERNANCE

## Holy Cross Province

### Board Committees

2020-12-22

### Topic – Guidelines for Board Committees under Policy Governance

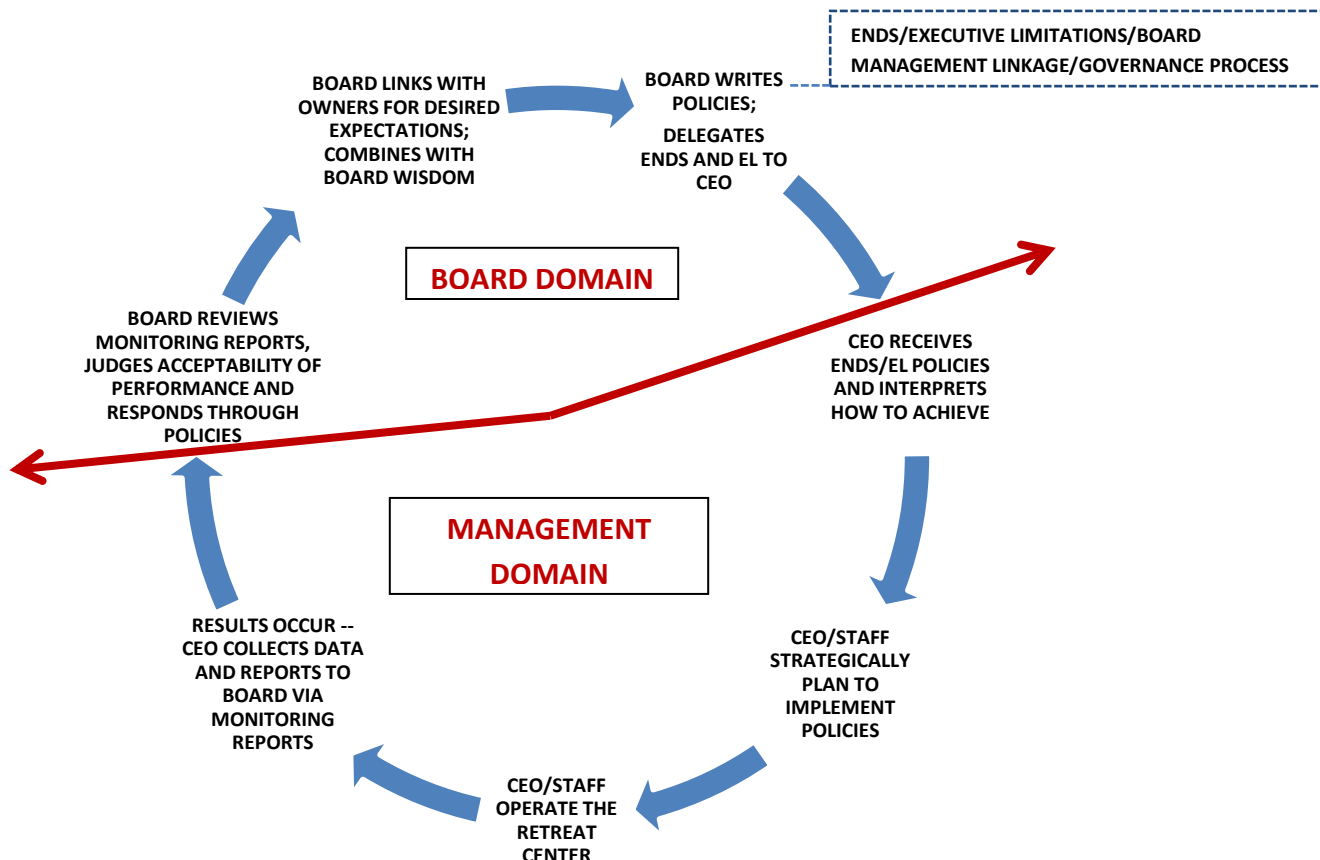
#### 1. Overview

- In adhering to the principles of Policy Governance, board committees should be established with due care for minimalism, preservation of the CEO role, and within the bounds of board holism (the board speaking with one voice).

#### 2. Definition of Board Committee

- Board Committee refers to any group created by the board, no matter who is on the group, no matter whether ad hoc or standing, and no matter whether it is called committee, task force, or other name.

#### 3. Policy Governance Process Chart



#### 4. Why form a board committee?

- a. A board committee should only be formed if the task planned for the committee is to **help the board do one of its own three jobs** as shown above in “Board Domain”, and **does not interfere** with something that has been **delegated to the CEO** “Management Domain”.
- b. A board may create a board committee if it is adding a new responsibility (a fourth job) for itself that it has not previously had. An example might be the board taking on responsibility for areas of fundraising or development. The new board responsibility would be separate from and not shared with the CEO.
- c. A committee may be created if the value added will assist the board as a whole in making a better or timelier decision, AND if the value it provides is greater than the fractionation adding it will cause.
- d. When a committee is deemed advisable by the board, it should be doing preboard work, i.e. working on matters before the board does, but only at the board level. Committees should not be working below board level on work that has been delegated to the CEO.

#### 5. Why not to form a board committee:

##### a. **Interfering with CEO Delegated Responsibility**

- i. CEOs and staff members who want advice, assistance, or help of any nature in order to meet their responsibilities, will obtain it however they deem best and from anyone they choose. CEOs frequently form committees, i.e. “Management Committees” to serve the needs of the CEO, but they remain answerable to the CEO or the CEO’s staff. A board member may serve on a Management Committee at the invitation of the CEO. These decisions are not governance issues and are left completely to the CEO.
- ii. If a board committee is created to oversee, become involved in, or offer advice on management functions, it becomes less clear who is in charge of these activities. The board must take care that committees do not interfere with unambiguous delegation from board to CEO. Doing so interferes with the board’s ability to hold the CEO accountable for results.
- iii. Board committees cannot exercise any authority over staff and in keeping with the board’s focus on the future, board committees will ordinarily have no direct dealing with current staff operations.

##### b. **Diminishes Board Holism**

- i. A board must take care not to reduce in any way the **full board's role** in making governance decisions. The responsibility of a policy governance board is to create an integrated set of values that, taken together,



encompass the nature of the organization. The only way a board can create unified policies is to do so as a whole body.

- ii. The traditional governance approach to committee work is considered to be one of the greatest challenges to “board holism” which is one of the 10 principals of Policy Governance.

Many times a traditional board committee comes to feel it “owns” a particular part of the board’s work. By studying, debating, formulating and finally arriving at a course of action which they recommend for adoption by the board, the committee begins acting as a “board in microcosm.” Board members may defer to the committee because they were not a part of the work, don’t want to duplicate the work that’s been done, and feel they don’t know as much about the topic as the committee. Simply rubber-stamping a committee’s opinion does not fulfill the responsibility of the board member to make an informed decision on the work of the board.

- iii. When this happens in several areas, the situation develops where there is really not one board, but a set of several “mini – boards” which are doing the work of the board. This is out of sync with Policy Governance and can damage the ability of the board as a whole to apply its collective wisdom to a decision.

**c. As a substitute for well written policies that spell out expectations and limitations**

- i. The board uses its written policies to direct and monitor the work of the CEO. It details why the organization exists and what results are expected in the Ends Policies. The boards’ Executive Limitations Policies create boundaries on what the CEO can do to achieve the Ends. Within the boundaries the CEO has unlimited freedom and discretion to strategically plan for and operate the retreat center.
- ii. This clarity of responsibility and respect for role boundaries is one of the reasons Policy Governance has proven itself in many organizations.
- iii. Relying on well written Policies which drive and evaluate organization performance is more reliable in the long run than responding to preferences of an individual or a small number of board members.
- iv. The Province endorsed implementing Policy Governance in order to optimize securing the retreat centers into the future. Considering that virtually every 6 years the board is entirely different, we need to rely on written policies and not the strengths or weaknesses of individual board members as they cycle on and off the board.

**6. If the board decides to form a committee:**

- a. The board should be clear about what results it wants from the committee before appointing members to it.
- b. The board should create the Committee Charter and not simply appoint members and tell them to return to the board with their charter. The purpose, responsibility, and activities should be determined by the full board.



- c. The board should provide a committee with a clear specification of the results the board expects, and when they are due.
- d. Ideally, the board should ask for options and the implications of each option, rather than one recommendation from the committee.
- e. The board should be clear about how the committee chair will be selected – is the board appointing a chair, or will the committee select a chair from among its members?

*Note:*

*Material presented herein was taken from “Boards That Make a Difference, A New Design for Leadership in Nonprofit and Public Organizations, Third Edition” by John Carver, published 2006*

