

# BAY COMMENT

Published Monthly by The Bay Observer, HAMILTON, ONTARIO

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## Boards - take back governance

Who runs the Board of Directors? The Board Members? The Chair of the Board? Or is it really – the CEO or Executive Director.

To fulfill good governance the Board must know its responsibilities and take action to fulfill them. This requires competency, self-motivation, and leadership. It requires the Chair of the Board to be the leader of the Board. Unfortunately we see many Boards where the Board's governance responsibilities falls under the control of the CEO.

We see CEO control over the Board in different forms.

The CEO who thanks Board members for taking time to participate in the strategic planning session. But is it not the Board who is responsible for setting a valid strategic direction for the organization and if the wrong direction is selected based on valid data and research, isn't it the Board that takes responsibility and accountability?

We see CEO control through



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the calling and cancelling of Board meetings based on the CEO's schedule. Hold on – the Chair of the Board is responsible for calling and cancelling meetings. Board meetings are held to provide a forum for the Board to perform its duties – it is not about meetings being held for the convenience of the CEO.

CEOs have huge control over Boards through information provided by the CEO (or staff) to the Board and its Committees. Many Boards are manipulated by CEOs through selective release of information and the tone and manner in which information is delivered. Best practice CEOs share informa-

tion in a fully transparent manner – they provide information that is succinct, timely, complete and objective. When presenting information for the Board's decision making, best practice CEOs provide Boards with the options which were considered, the pros and cons of each, and the reason for the recommendation to the Board.

Then there is the matter of control over the Board through people dynamics. This includes CEOs being involved in the Director nomination process to control who becomes his/her boss and which Directors get on each of the Board Committees. Not to mention the respect (or lack thereof) which CEOs display when communicating with Directors in meetings, particularly in front of staff, as well as in communications outside formal meetings.

Boards set themselves up for this take over by the CEO. People

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## Booker

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are appointed to the Chair position without consideration for their ability to be an effective leader or their ability to be an effective facilitator. Board Chairs permit CEOs to take over and own communication with the Board. I know a Board Chair that never, in four years of being Chair, had any communication with Board members that had not been scripted by the CEO. He never sent an email to the board members, never picked up the phone to call any Board member. Only the CEO had direct contact with the Board members. So how did the CEO's performance review get done if the Chair abdicated responsibility? A consultant was brought in to do the work that the Board Chair should have done and guess what, the consultant was selected by the CEO.

I have interviewed many CEOs over the years and here are some revealing comments from the mouths of CEOs. "It would be a great job if it wasn't for that darn

Board." "The Board just gets in my way. "The Board can't have a meeting without me." "The Board only knows what I choose to tell them." "I let the Board get really involved in the small stuff – it occupies them and keeps them away from the big issues and out of my hair." Comments like these represent a huge risk for the organization. A CEO who does not respect the role of the Board will not feel accountable or worse will run the Board (their boss).

I have seen many Boards which have not been able to organize and operate itself to make decisions without the CEO present. You can be sure that the CEO is enjoying it that way. Unfortunately it spells disaster for the organization.

Boards! It is time to take back governance. It is your responsibility to govern, not to perform tasks as directed by the CEO. Who works for whom?

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