



Analogies That Communicate!

BOARD-LITE or BOARD of LIGHT?

by Phil Graybeal, Graybeal and Associates, LLC

Here, Phil Graybeal of Graybeal and Associates, LLC, who brought us the wonderful swimming pool analogy (see page 4 of the Fall 2004 issue of "Governing Excellence" available on IPGA's website), mixes his metaphors to produce another gem.

What type of board is yours? Is it a sugarless, decaffeinated, low-cal board that is harmless and powerless, or is it a board of power fully committed to bringing forth light to dispel darkness?

When, as a child, I would visit my grandmother in Darlington, Maryland, U.S.A. our family would drive across the Conowingo Hydroelectric Power Plant Dam. Each time we rode across it I was struck by the strength it exuded. The waters of the Conowingo River were being harnessed on one side and systematically let through gates in the dam in such a way that gigantic turbines whirred into action producing the electricity for the entire area.

In a similar way, a board utilizing the Policy Governance system of leadership stands as a dam in the river of the life of the organization. Its design is fully integrated and built not only to withstand the rushing river of issues that surge to its side, but also to systematically deal with them in such a way that power and light is provided for all.

To be a "board of light" the members must do at least two things:

First, each member of the board must be fully committed to protecting the integrity

of the board's processes. Board members should have a working knowledge of their own policies and scrupulously abide by them. Seldom does the policy manual for any board using Policy Governance go beyond 35-40 pages. Given that level of relative brevity, it is reasonable to demand that board members know what their policies are and exercise great discipline to abide by them. Boards ought to be just as disciplined about their job as they expect the CEO to be about his or her job.

If, for example, boards allow the issues to "flow" around the sides of the dam, then dangerous erosion will occur and the chance of flooding is highly increased below — not to mention that there is less power and light being generated because the issues are not running through the "turbines" according to the design.

Let me be direct: when boards allow consumers or staff members to do "end runs" around the system and steal board time and energy with things that should have been handled otherwise, then the world is a darker place and the integrity of the board has been compromised.

Secondly, each member of the board must abandon self-interest for the benefit of the whole. No, that doesn't mean that spineless jellyfish make the best board members. In fact, the opposite is true. But it does mean that personal agendas must be sacrificed on the altar of what is best for the organization in light of its mission. The board draws value from rigorous diversity of opinions

and strong debate, but once a decision is made for the good of the whole, then unity must prevail.

That doesn't mean that board members have to pretend that they were in agreement with the board's decision but it does mean that if they refuse to honor the board's decision arrived at by due process and the board's commitment to governing the organization through speaking with "one voice," they should be disciplined and, if necessary, dismissed.

Board work is serious business, and only as board members take their role seriously will the work of the board produce the "power and light" that the world so desperately needs.

You can contact Phil at:
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What's New and Exciting

- The 7th International Carver Policy Governance Symposium will be held in Toronto, Ontario, Canada, December 8-11, 2005. See page 4 for more details.
- Has Policy Governance made a difference to you or your board? Now you can spread the word via an audio testimonial on IPGA's website. Simply call 1-800-609-9006, ext. 1520 and tell us (for up to 10 minutes) about your experience with Policy Governance and the benefits it has created for your organization.

Reasonable Interpretations

EXPANDING OUR VISION AND APPLICATIONS

Susan Mogensen, IPGA CEO



One important and interesting challenge of designing IPGA conference programs is ensuring that the agenda offers a balance of content for those new to Policy Governance, for those who are familiar with it, and for those who are very experienced either using it or assisting others in its application.

Thanks to the ideas and ingenuity of many talented presenters, IPGA's conferences have offered a variety of workshops aimed at multiple skill levels and roles that people play.

Choosing valuable and stimulating content for the plenary sessions is especially challenging. On one hand, IPGA's conferences do, of course, revolve around the application of Policy Governance. On the other hand, Policy Governance enables organizations to achieve so much, and

represents such an important development in the burgeoning field of governance, that it would not seem right to just stop there.

As enthusiastic and supportive as we are of Policy Governance, we can't for a moment think that there isn't more to learn, to discover, and to achieve in this field.

Rob Lebow and Randy Spitzer provided *Creating the Future* participants with an overlapping perspective regarding accountability, freedom, and human nature. Their research results and ideas clearly resonated with Policy Governance principles and could be used to support the extension of Policy Governance-like principles into the management context.

Dr. Betty Flowers also broadened our thinking about how the telling of one's story can affect the scope and type of

vision we — as individuals, boards or organizations — create for the future.

As plans proceed for *Responsible Governance: The Power of Accountable Boards*, IPGA welcomes your ideas on how to continue broadening our horizons. If you have a burning idea about IPGA's 2006 conference, please feel free to contact me.

You can contact Susan at info@policygovernanceassociation.org



About IPGA

Launched in June 2001, the International Policy Governance Association (IPGA) is committed to owner-accountable, effective governance and is a not-for-profit corporation pending 501-c(3) status.

It pays to join IPGA

In addition to being part of a growing, thriving community dedicated to owner-accountable, effective governance, IPGA members receive the following benefits in 2005:

- Save 10% on IPGA's annual conference registration fees
- Save 10% on seminars and courses offered by Carver Governance Design, Inc.
- Receive a 40% discount on a subscription to Board Leadership
- Save 10% on designated On Target Governance events
- Members have access to a "Members Only" section of the IPGA website at www.policygovernanceassociation.org

Three Ways to Join IPGA

- 1) Phone Susan Mogensen at (613) 833-3644
- 2) E-mail us at info@policygovernanceassociation.org
- 3) Join online by visiting: www.policygovernanceassociation.org

Welcome to IPGA!

New members since June 1, 2005

- Axcan Pharma (Martha Donze)
- College of Medical Laboratory Technologists (Kathy Wilkie)
- Stuart Emslie, consultant
- Gary Hannaford, Institute of Chartered Accountants of Manitoba
- Hemophilia of Georgia (Eugene Sandor)
- Henrietta Huisking, City of Sierra Vista
- La Posada at Park Centre (Lisa Israel)
- Gerald Maburn, American Cancer Society
- Dianne McMillan, North San Diego County Association of Realtors

- Northern Lights College (Kate O'Neil)
- Vijay Mistri, Paradigm Resources Ltd.
- Valerie Moore, Moore Adamson Craig Partnership LLP
- Henrietta Ross, Ontario Association of Credit Counselling Services
- Marta Shoman, Team Works, LLC
- Jane Strain, Cochise College Governing Board Trustee
- Robert Strain, Sierra Vista City Council
- Lye Huat Tan, HIM Governance Ptd. Ltd.
- Brian Wiebe, consultant
- Stan Williams, Santa Clara Valley Water District

Contact IPGA

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The Board Connection

PONDERING FUTURE DIRECTIONS

Jannice Moore, IPGA Chair



In this column I will discuss two issues on which the Board would like your thoughts: (1) research and, (2) a code of conduct.

As part of our June meeting, we took the opportunity to enhance our understanding of issues related to research by inviting two of our members with expertise in this area, Dick Biery and Faith Diehl, to have a dialogue with us.

While it is not possible to adequately summarize a 90-minute discussion in a short column, I will try to highlight a few of the things we learned, and which we will continue to consider in future deliberations.

There are several streams of literature relevant to boards — academic, prescriptive (in which most writing about Policy Governance now fits), legal and “think-tank.” Dick pointed out that most academic writing studies what has gone wrong in boards, rather than what has gone right. Ideally, academic research would begin with agreement as to what indicators would be used for success, and follow Policy Governance and non-Policy Governance boards concurrently. It is important to be collaborative with the academic community rather than adversarial in order to gain merit “on their terms.”

In discussion as to whether IPGA should in some way become involved in research or encouraging research, Faith referred to Thomas Kuhn’s work in which he pointed out that in history, ideas precede research. Crisis tends to prompt thinkers to come up with ideas that shift the paradigm to viewpoints that are difficult to believe, especially for academics. “Believers” take the ideas and change the world. The changed world is what the academic researchers then measure.

Getting Policy Governance information and ideas to organizations such as think-tanks may be a more important step at

this stage than trying to get research per se done. Direct involvement in research by an organization such as IPGA would not be perceived as being objective and at arms-length, so it would be more beneficial to convince influential people of the value of the principles, and then be open to facilitate independent researchers by helping them connect with data sources.

Since this dialogue took place at the very end of our June meeting, the board has not fully discussed its implications. We will be further considering it at our December meeting, and would welcome your thoughts, opinions, and expertise. What benefits, if any, related to research should IPGA produce? How important would such benefits be? How urgent?

The second area under discussion is whether or not IPGA should have a vol-

untary code of conduct/ethics for its members. In our December meeting we will be looking at a process to further pursue the due diligence necessary before proceeding. Do *you* think such a code would be of value? Why or why not? What impact might it have for members who use Policy Governance, such as boards and staff of organizations that have implemented Policy Governance? For members who are consultants? Once again, we seek your thoughts related to this area. Feel free to e-mail your comments to me or to any board member, and they will be included in our next deliberations. We look forward to hearing from you.

You can contact Jan at jmoore@policygovernanceassociation.org

And Another Thing...

BROADENING OUR HORIZONS

Caroline Oliver, General Editor



If every community has a culture and you think of our culture as being epitomized by IPGA’s membership, what would you say our culture is?

It strikes me that this is a question worth asking of any group of people who wish to encourage others to make common cause with them. Is it possible that some of our characteristics create unnecessary barriers between ourselves and those from other cultures? I believe this is one of our biggest challenges. Most of us come from a non-profit culture, most of us are practitioners, an awful lot of us are baby boomers or older and most of us are “WASPS.” That leaves a lot of people out.

If you look at some of our most burning questions, they reflect a recognition of the

inadequacy of our current communications. How can we penetrate the business world, why does the academic world not treat us more intelligently, how do we take Policy Governance adoption to the next level in every sphere?

I don’t have all the answers, but I do know that — to borrow from the title of John Carver’s speech at our 2004 Conference — finding the solutions is certainly going to require plenty of “transcending ourselves.”

You can contact Caroline at coliver@policygovernanceassociation.org

Submissions Welcome

To submit an item for *Governing Excellence*, please contact Caroline Oliver, General Editor, at: coliver@policygovernanceassociation.org

7th International Carver Policy Governance Symposium to be held in Toronto in December

The 7th International Carver Policy Governance Symposium will be held in Toronto, Ontario, Canada, from December 8-11, 2005, hosted by the partners in OnTarget Governance.

Those who have attended in past years will be familiar with the highly collegial format of learning from each other's stories and best practices, problems and questions.

For those who may want to attend for the first time, you will join other Academy Graduates at this professional development event.

The format is highly interactive and themed around a particular area of interest. Symposia in past years have focused on Ends, Ownership Linkage, Monitoring, and PG Sustainability.

Complete details on the conference theme, hotel location and registration fee

will be distributed to all interested in the next few weeks.

For more information contact:

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Policy Governance Seen and Heard

Articles

Board Leadership: Policy Governance in Action Volume 2005, Issue 79, May/June 2005 features the following articles:

"Sarbanes-Oxley: Reconciling Legal Compliance with Good Governance" by Jim Hyatt and Bill Charney

"On a Personal Note – Our Second Legal Issue" by John Carver

"When Legal Counsel Is Uninformed" by Bill Charney and Jim Hyatt

"Independent? From Whom?" by Miriam Carver

Board Leadership: Policy Governance in Action Volume 2005, Issue 80, July/Aug 2005 features the following articles:

"On a Personal Note – The Problem with Familiar Rituals" by Miriam Carver

"The Inspired Board" by Caroline Oliver

"Board Accountability in Highly Constrained Environments" by Caroline Oliver

FAQs

"How can a board use a Consent Agenda both to satisfy external requirements that the board be involved in operational means and to meet its duty of care?" by Bill Charney and Jim Hyatt

"What if our attorney advises that we change limitations policies to prohibit the CEO from 'knowingly' allowing unlawful, unethical or imprudent activities?" by Bill Charney and Jim Hyatt

"Our board is self-perpetuating. What is the Policy Governance principle with respect to how long board terms should be?" by Miriam Carver

"Public School Trustees Tail to Grasp Policy Governance," Letter to the Editor by Ray Tooley, *Oakville Beaver*, May 25, 2005

"Responsible Delegation," by Caroline Oliver, *Governance Matters*, Issue 3, 2005. The last in a series of five articles for *Governance Matters*, a newsletter for healthcare boards and senior managers in the U.K. and around the world. For further information see www.witherbys.com

"Where Did The Cash Go? Knowing Your Role is Key," *Ottawa Sun*, July 7, 2005, IPGA CEO Susan Mogensen, quoted on governance issues.

Events

The first UK Policy Governance® AcademySM took place August 15-19, 2005 at Coombe Lodge, Somerset, UK.

On the Web

Response by Caroline Oliver (with help from several IPGA members) to a letter "Re: Carver Policy Governance Model" on the ARNOVA NonProfit and Voluntary Action Discussion Group regarding long-term practice of Policy Governance. Includes a sample list of 32 organizations using Policy Governance for more than 3 years. See <http://listserv.wvu.edu/archives/arnova-l.html> Item #14868 (July 27, 2005 15:30).

And I Quote...

“The single biggest problem in communication is the illusion that is has taken place.”
— George Bernard Shaw