



Ten Questions to Ask When Invited to Join a Board

Every board member – and potential board member – should know the answers to these queries.



By Miriam Carver

It was a year ago that my friend Charlotte was interviewed for the CEO position at a nonprofit. At that time we discussed the questions she should ask during her interview, and those questions were published in *Nonprofit World* (Volume 25, No. 3). Incidentally, she was offered the job and turned it down. Now Charlotte has been asked to serve on the board of a nonprofit: It's a medium-sized organization with a CEO, staff, and committed and energetic board.

Charlotte is a busy woman, active not only in her professional and family life but also as a volunteer with a number of nonprofit organizations in the area. She wonders about accepting the invitation to join the board. In particular she wonders what makes board work different from the volunteer work she already does. So once again she and I reviewed some helpful questions. This time we focused on what to ask board members when she meets with them to discuss the possibility of joining their board.

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Here's the list, along with commentary drawn from the perspective of John Carver's Policy Governance® model.¹

1. Without telling me what the organization does, describe the impact it has. What's different, for which consumers, because of the organization? What are the highest priority impacts?

Readers familiar with Policy Governance will recognize the “ends concept” in this question.² Since organizations are formed with the purpose of making a designated difference for designated target populations with a designated priority, it's useful to know if the board

has actually identified what that purpose is. It's extraordinary that many organizations have no clearly stated answers to this question.

2. Why do you want me to join the board? What skills am I being asked to contribute?

In the case of very small organizations without a CEO, it's usual for board members to be expected to do staff-like work: It's just a practical necessity. But in the case of an organization with a CEO, board members doing staff-like work confuses the issue of the CEO's accountability for the organization's success, unless that work is done at the request (and under the authority) of the CEO. If Charlotte is told that she's being invited to be on the board because she's so good at, for example, marketing or human-resource management, she would do well to wonder why the CEO isn't responsible for those matters. Board members must have governance — not management — skills.

3. Does the board see itself as accountable for being sure the organization's work is done, or accountable for doing the work?

This question is closely related to question 2. Policy Governance boards know that when there's a CEO position, the CEO is accountable to the board for organizational success. If board members insert themselves into operations, they contaminate the results for which they need to hold the CEO accountable. So the board is accountable not for doing the work but for seeing to it that it's done.

4. Does the board use any particular approach to governance? If so, what is it and where can I read about it?

It's not unusual for a governing board to have an ad hoc approach to its own job. But although it's common, it's not a good idea. Having few rules or principles to follow can cause confusion, strife,

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wasted time, and under-performance. Policy Governance boards know that their role is to be accountable for organizational success, not for helping the staff or being involved in operational details, no matter how interesting or absorbing.

5. What has the board told the CEO he or she is accountable for accomplishing or doing?

The board should understand that if the CEO is accountable to the board for meeting board expectations, then it's essential to be clear about what those expectations are. Policy Governance boards express

these expectations as ends policies and executive limitations policies.³ If board expectations are hard to find or incomplete, how does the CEO know what's expected and on what he/she will be evaluated? And if the CEO isn't sure what to accomplish, doesn't this reduce the likelihood of that accomplishment, and accordingly compromise the board's ultimate accountability?

6. What does the board hold itself and its members accountable for accomplishing or doing?

People join boards hoping to make a contribution, but many aren't sure what that contribution should be. They're uncertain what issues are for board discussion and what should be left to the CEO. They're unclear about expectations for board-meeting attendance, preparation for meetings, financial contributions, and the code of ethical conduct. If these issues aren't clear, board members can
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The advertisement is for the American Association of Grant Professionals (AAGP) 10th Annual National Conference. It features the AAGP logo in red and black, with the text "AMERICAN ASSOCIATION of GRANT PROFESSIONALS™". The conference dates are "October 22-25, 2008" and the theme is "Setting Your Sails for Success - Navigating the Tides of the Grant Profession". The location is "Hyatt Regency Long Beach, CA". The text states: "The AAGP 10th Annual National Conference is for anyone involved in the grants profession. Conference Features:" followed by a bulleted list: "Over 50 workshops geared toward the grants profession", "Featured guest speakers such as Steve Gunderson; President and CEO of The Council on Foundations.", "Networking with hundreds of your peers", "Learning opportunities from expert practitioners", "Grant trends, tips and best practices", and "Opportunity to earn your Grant Professional Certification (GPC) Credential". At the bottom, it says: "For more information and to learn about discounted rates, log on to www.grantprofessionals.org or call 913-788-3000. Hotel space is filling up fast - Don't delay, sign up today!" and provides the address: "American Association of Grant Professionals (AAGP) 1333 Meadowlark Lane, Suite 105, Kansas City, KS 66102".

inadvertently behave in ways not conducive to good governance. In the absence of clear expectations, how do the board and individual members know what they're supposed to do and on what they will be evaluated?

7. In board meetings, what proportion of the board's time is spent on (a) listening to and receiving reports, (b) approving staff proposals, and (c) learning about the future needs and challenges to which the organization must respond?

The answer to this question will help Charlotte decide if the board is a proactive decision-making body or one that simply reacts to staff and other initiatives. Leadership at the board level is hard to accomplish if the board's time is spent listening and reacting to stories about what has happened. Rather, the board should be taking a long-term perspective about what the organization will be accomplishing in the future.

8. As an individual board member, will I have any authority over the organization? Does any individual board member have authority over the organization?

This is an important question. The governing board has a great deal of authority. Indeed, no one in the organization has authority that doesn't come from the board. But the authority is owned by the board, not its members. In Policy Governance, the "one voice" principle requires that board members understand that they have no individual authority, and that the CEO works under the authority of the board, not its members. Individual board members who instruct the staff undermine the board's authority and make it impossible to be clear about what constitutes an instruction as opposed to, say, an opinion. No board member, including the chair or any other officer, should be permitted to instruct operations.

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9. Would I be a part of every decision made about the organization's CEO?

Joining a governing board means becoming part of a group that is morally and legally accountable for the organization's success. It makes no sense to accept a share in this accountability if decisions are made in which a board member has no part. Boards with committees that evaluate the CEO (or decide on expectations for the CEO) have fragmented themselves badly. This fragmentation results in board members being accountable for decisions in which they made no contribution.

10. To whom is the board accountable?

Corporate boards are accountable to shareholders, who own the company. Trade association boards are accountable to members, who own the trade association. Who owns nonprofits? Policy Governance boards view nonprofits' owners as populations defined by geography or interest. Ownership is an important concept. Holding an ownership in mind prevents boards from making decisions in their own interests or in the interests of staff or even of current consumers. Community-based organizations must be governed in the interests of those in the community, not just those who currently require help or are employed in the organization. The ownership concept therefore prevents the board from viewing the organization as its possession and instead reinforces the trusteeship that is inherent in a board position.

Board members know only too well that an agreement to serve on a board, while motivated by a desire to provide accountable direction and vision, can nonetheless lead to an experience that is an exercise in frustration, petty politics, and

boredom. Thoughtful answers to these 10 questions will help Charlotte decide whether this board is worth her valuable time. ■

Footnotes

¹Policy Governance is a board model that clearly differentiates between board and staff responsibilities.

²Ends are the required results, recipients, and worth produced by the organization. The board is responsible for the broad ends policies.

³Executive limitations policies describe the limits the board places on the staff's available means. In other words, Policy Governance boards don't tell staff members what they *can* do, only what practices are off limits. This shift in focus gives employees far more leeway in deciding the details of management than most other board models do.

Continue Your Governance Journey

For more on instituting Policy Governance and energizing your board, see these articles at www.snpo.org:

- **Keys to Keeping Your Board on Track** (Vol. 16, No. 6)
- **The Board's Very Own Peter Principle** (Vol. 16, No. 1)
- **Improving Nonprofit Boards: What Works & What Doesn't?** (Vol. 15, No. 3)
- **How Effective Is Your Board? A Rating Scale** (Vol. 8, No. 5.)
- **When Owners Are Customers** (Vol. 10, No. 4)
- **The CEO & the Renegade Board Member** (Vol. 9, No. 6)

Also see Learning Institute programs on-line: Board Governance (www.snpo.org/li).

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