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Boards of Directors: Governing at a Distance?

By [Susan J. Ellis](#)

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In the last twenty years not-for-profit boards of directors have been exhorted to separate their main role in “governance” from the paid staff’s role in “management.” Is this still a viable delineation or is it time to re-think the status quo? What began as a legitimate concern to avoid micro-managing in favor of long-range planning has instead served to distance board members from first-hand understanding of the organizations they lead.

In the smallest or newest grassroots organizations, board volunteers must actually *do* hands-on work. Over time, as employees are hired, direct service activities are delegated to the staff and the board concentrates more on fundraising. The larger, wealthier and more complex the institution, the more likely that the paid staff handles 99% of all the work. Ironically, the more removed from day-to-day operations and the less concrete the role, the greater the prestige of serving on the board of directors!

A strong board has diverse members from different segments of the community, perhaps a majority of whom are not necessarily familiar with what the organization does, really, on a daily basis. It’s a mystery how anyone can govern anything he or she does not understand at the most basic level. How can someone determine the best policies for an agency without conceptualizing accurately the impact of one direction over another? How can someone advocate for support and funding without ever having seen the work being done? How can an executive director be evaluated on successful performance if no one has seen her or him in action?

There are boards of directors who don’t even meet at the agency they govern, choosing instead to convene in a corporate space more convenient and with better refreshments. If they do meet on site, most boards rarely see clients or any level of activity, since board meetings are generally held outside of regular business hours. So what exactly do board members picture when they make decisions?

It might be prudent to require every board member to spend a minimum of eight hours a year at the agency during peak service-delivery hours, even if it’s simply sitting in the waiting room and observing. Alternatively, there are direct-service volunteer tasks that might be completed or a board

member could shadow a paid staff member (Take Your Board to Work Day?). Regardless of the technique used, board volunteers need to recognize the limitation – and possible danger – of making strategic decisions in a vacuum of first-hand data.

The Attitudes of Paid Executives

The dirty little secret is that many executives don't really like their boards. They like board member fundraising and door opening to other resources, but they see all other interest in operations as meddling. Many execs feel – rightly or wrongly – more skilled and better informed than their board members, particularly on matters related to the daily work of the organization. Yet some governing decisions should be made from a broader perspective of the community. A well-selected volunteer board therefore brings important expertise of its own to the table, expertise that should not be discounted because it is not field-specific to the work of the organization.

One indication of the change in attitudes about the roles of board and staff is the number of nonprofits in which the paid Executive Director has assumed the title of President, while the volunteer President of the Board becomes the Chair. This follows the for-profit model and conveys more authority to the paid staffer. It's more than simple semantics and serves to marginalize the board to a legal necessity. Perhaps most importantly, the title change implies that the paid executive is the key spokesperson for the organization, which may be inappropriate. For example, it might be more credible for a health foundation's public face to be a board member who is a doctor or someone with the disease in question, than the organization's top administrator. Similarly, professional associations should be represented by members of that profession, not by someone trained in association management.

Of course, if someone rises to the level of chair of the board simply because of longevity with the organization ("sure they're a bump on a log, but it's their turn"), as a dubious reward for a big donation, or to flatter someone with clout in the community, it's no surprise that both board volunteers and the paid executive are reluctant to vest authority or public relations in this leadership volunteer's hands. But if such a dysfunctional officer selection process occurs, fundamental questions need to be asked as to how serious the board is about its role in the first place.

Associations vs. Agencies

Another variation on this theme is governance of a membership association: professional societies, trade associations, civic clubs, neighborhood groups, and the like. Here the members of the board are elected from and by the general membership, serve as its representatives, and are accountable to the full body.

It's easy for board members to drift away from first-hand knowledge of the needs and concerns of the general membership. One important cause is communications. Commonly the membership receives only periodic, brief updates on the work of the association and is unaware of much of the activity

going on. But board volunteers are now on the inside of decision making and forget how little information is shared outside of the boardroom.

Danger signs of a growing disconnect between board volunteers and frontline members include:

- Board members always sit together at any general membership event and rarely mingle with ordinary members.
- Board meetings are held *during* association meetings or conferences, effectively keeping the board in back rooms and not interacting with members.
- Neglecting to ask during deliberations, as a matter of course, “how will this decision affect the average member?”

Avoiding contact with the general membership ought to be a serious concern. If board volunteers relish their status, feel entitled to perks, and circle the wagons when members raise questions, how can governance decisions be made effectively?

It would seem an obvious and useful strategy to commit each board member to telephoning one randomly-selected association member a week for a friendly conversation (devoid of asking for money). One call a week equals 52 calls per board member a year (without much effort at all), times the number of people on the board. This would keep board members in touch with issues “on the ground” as well as making contacted members feel positive about the association’s leadership. (There’s nothing like a little attention to make a member feel visible and supported.)

What Can We Do?

For the most part, those of us in volunteer management positions are usually separated from our organization’s board of directors – even though the members are volunteers. But that doesn’t mean we can’t ask pointed questions or propose a course of action. For example – and I am posing these queries to *you*, now –

- How do board members learn about the experiences/opinions/needs of clients, participants, paid staff, and frontline volunteers? Do they have opportunities to challenge their assumptions or get direct feedback from any of the people most affected by board decisions?
- When does the board see the organization at work? If never, how might this chance to observe be offered?
- Is it possible for a board member to go for months without actually meeting or talking with the people who receive or deliver the organization’s services? What are some ways to encourage two-way communication without overwhelming the board or undercutting the executive?

Related Topics: [Executive Director, Role of](#)

Posted on 5 November 2007 by H. Roberts, PLNJ Inc., President, Keyport/NJ USA

A quick side note, I want to thank Susan for posting some truly fascinating hot topics of late. I've been playing the podcasts at Board meetings and our folks are enjoying the "conversation." New dialogues have taken place as a result of these lively podcasts. Thank you, Susan!

In the very beginning, our young & eager Board met six times a year to discuss "the big picture." Lots of enthusiasm but the gap between meetings resulted in lackluster follow through and we all were to blame for poor time management. Then a colleague from "my other job" asked me if we had a suggestion box. We didn't. Now we do at every meeting.

Here's how it works: At the beginning of every meeting Board members place three new ideas/suggestions into the box. We give the box a good shake and place it at the end of the refreshment table. Each Board member takes a turn picking ONE suggestion out of the box. Then we each read aloud that suggestion and it becomes our assignment for the next meeting. We must report back on the results of our hand picked suggestion in presentation and report form. Many of the ideas have resulted in new approaches to volunteer recruitment, program training, sponsorships, event planning, day to day operations and new even Board members. Suggestions have included bringing a sponsor to the office, volunteering during our vacation week, attending a workshop, visiting a client, reworking on our logo, answering phones, mailing out thank you notes, budget planning, visiting sister agencies, taking a class, teaching a class, etc. All of the ideas, big and small, have created an atmosphere of unity; learning and even nurturing the Board. We also invite volunteers to add to the suggestion box and sit in on meetings and recently we began inviting sponsors to do the same.

That priceless suggestion: the good 'ole suggestion box-has opened many doors for PLNJer's.

A small box, became a pretty BIG idea.

Submitted on 3 November 2007 by Anna, Alderson Australia

How great to read Susan's comments about a topic that's been troubling me for some time. I totally agree that the separation of boards from their constituencies has gone too far. The challenge is to find ways for board members to know more than just what the CEO can tell them - not through distrust of the CEO - but because it's simply not enough. How can staff and clients be confident in decisions made by people who don't really know what the organisation does? Thanks for the suggestions. Others are: attending agency functions, meeting at different venues (for multi-venue agencies), having different staff groups e.g. OSH committee address the board, setting up consumer groups for feedback. Look forward to reading others.

Submitted on 3 November 2007 by Catherine, Volunteer Coordinator, UK

But what if your Board is too involved? Won't leave / respect staff to get on with their roles? Confront staff without the presence of the CEO? Allow their personal interests in some parts of the charity to skew their input? How can we remind them where they should be?!

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