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Not a Rocking Chair!

**How board chairs can provide strategic leadership
to public purpose organizations**



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The Institute On Governance (IOG) is a Canadian, non-profit think tank founded in 1990 with the mission to improve governance for public benefit, both in Canada and abroad. We define governance as the process whereby power is exercised, decisions are made, citizens or stakeholders are given voice, and account is rendered on important issues.

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Summary

Board chairs occupy a pivotal position, often exercising great influence over both the process and outcomes of governance. Surprisingly, the role of the chair has received little treatment in literature on governance.

At the end of their term, most chairs would like to feel they have made a contribution of enduring value - but what should a chair do to be able to earn that claim?

Board chairs, when appointed, need to determine their priorities and their approach to their term of office. What do they want to achieve, and how? In shaping their strategy, they may want to consult widely, taking stock of the issues facing the organization and their relative importance. They will also need to invest in the key relationships associated with their job, including those with their colleagues, with the CEO and with outside stakeholders. Chairs should understand the wide range of levers at their disposal to get their job done, and decide how they can be used to greatest effect.

This paper offers a map or guide to help chairs to explore the dimensions and potential of their role - how they can invest their time to greatest effect, and how they can make a lasting contribution to the well-being of both their organization and their community.

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Introduction

We place great store in boards of directors. We look to them to direct and safeguard the assets of our most valuable organizations – businesses, universities, associations, professions, non-profits, government agencies, and more. When boards flounder, debacles like Enron result. Boards matter.

Yet many informed commentators give boards' performance a dismal grade.¹ CEOs² will often observe privately that their board adds little value. Or worse, they feel their board gets in the way, simply consuming time and resources to no useful purpose.

In fact, many boards *do* make a significant contribution to their organizations, but a number of factors have to be aligned to move a board's performance from 'lacklustre' to 'exceptional'.³ Among these, the most important is the leadership provided by the chair.

If the board is a lever for achieving results, the chair is the fulcrum. As one pair of very experienced observers put it, "The quality of board governance will not be better than the chairman."⁴ However, they had low opinions of chairs. "While many incumbents perform the function, relatively few do it well and fewer yet ever master it."⁵

This article examines what the chair can do to advance the quest for board excellence. Not all chairs' positions are the same. Some organizations – for example, some large federated organizations, want their chair to be little more than a traffic cop - running the meetings and keeping discussion on track. This article is not concerned with chairs of this type, nor is it concerned with the very small non-profits where the board's role is essentially operational.

Rather, it examines those chairs who aspire to provide strategic leadership in partnership with the CEO. Its primary focus is on "public purpose" organizations – non profits, professional or charitable organizations, governmental corporations and agencies, foundations, associations, regulatory organizations and the like – whose primary mission is to advance the public interest.⁶ This paper offers a map or guide to help new, as well as veteran chairs explore the dimensions and potential of the job so that at the end of their

¹ Writing in 1992, Jim Gillies, a prominent Canadian academic, stated, "(B)oard[s] have been largely irrelevant through most of the twentieth century." Boardroom Renaissance, (McGraw-Hill Ryerson, 1992), 3. Cited in Leighton, David S.R. and Donald H. Thain, Making Boards Work, (McGraw-Hill Ryerson, 1997), 1.

² The term CEO is used here to designate the senior member of management responsible for running the organization and maintaining relations with the board. In some organizations, this post may be referred to as executive director, or in some cases, president, or in French, directeur general.

³ These include clarity of mission, direction and roles; soundness of key relationships and of governance architecture; people who perform; and effective leadership.

⁴ Leighton and Thain, 145, 149.

⁵ Ibid., 154.

⁶ Most of the observations in this paper would also apply to the chairs of business corporations, though their role has other dimensions not covered here.

term, they can feel that they have made a contribution of enduring value.⁷ What must a chair do to earn that claim?

It starts by raising some basic questions that any chair might want to ask before assuming the post. It considers the three main kinds of relationships that will involve the chair: with the board, with the CEO, and with external stakeholders, and concludes with some thoughts about what makes for an effective chair.

Before assuming the chair...

An individual about to assume the role of chair should consider several issues. Most fundamentally: why take this on? The chair's job, if done well, is a lot of work. It's useful to be clear on one's rationale for assuming the position, particularly if it is not remunerated.

Board chairs assume office for different reasons. Some may like the prestige, or exercising the chair's power. Others may be interested in the contacts or the social aspects. Many, however, are motivated, at least in part, by altruistic reasons, such as a commitment to the mission of organization, enjoyment of the collaboration of convivial people doing useful work, or giving back to the community. (In general, it seems likely that chairs who take on the role for altruistic reasons will perform better than those whose motivation is more self-interested.)

A practical consideration facing a new chair is the matter of the commitment of time. What are the circumstances of this organization? What challenges does it face? The more turbulence ahead, the more time the chair's job will likely require. Then there is the matter of personal qualifications. What does the job entail at this point in the organization's evolution? What capabilities will a chair need? (Many organizations do not pay enough attention to this question, or to the process whereby their chair is appointed.)

The incoming chair of a non profit organization proudly announced to his colleagues, "I'm a detail person. I look at things up close." In this organization, chairs were "elected" on the basis of length of service and rotation. At the time, this board had to deal with significant interpersonal tensions and some difficult external relationships. This individual had a natural inclination toward micro-management, and his main strength was in finance. One wonders if he was the best choice at that juncture.

⁷ The paper is based on the experience of the Institute On Governance in helping a wide range of public organizations to strengthen their governance, the author's personal experience 'on both sides of the fence': in chairing several non-profit boards and also as CEO of the Institute, plus a review of relevant literature.

Working with board members

Getting “the lay of the land”

Every chair needs to bring a clear understanding of both the strategic and the oversight or stewardship roles of a board of directors. A chair will want to take counsel from trusted colleagues and from the many sources of information now available on this topic, both in literature and on-line.

Assuming that hurdle has been crossed, most new chairs will find it beneficial to hold one-on-one discussions with board colleagues soon after appointment. Relationships shift. Being chair is different than being just another board member. Such conversations provide an opportunity to sense how much support can be expected from fellow directors, to explore their interests and whether they might be available to take on new roles, such as chairing of a task force or committee.

Colleagues should also be also sounded out on issues facing the organization, on the current state of governance, and on the CEO's strengths and weaknesses. These discussions provide an opportunity to strengthen personal relationships and to get a clearer sense of what "governance capital" is available – that is, what individual board members can offer in terms of intellectual abilities, political or social connections, and 'reputational' capital in the community.⁸

A new chair may also wish to speak with leaders of external organizations with whom there are important relationships.⁹ These conversations may expose important risks or opportunities. They may provide insights into the abilities of the CEO, and or reveal connections that could be useful to the organization.

The board chair's levers

Many levers are available to chairs to help them exercise their responsibilities. These will vary somewhat depending on the organization's legislative framework and its bylaws. However, typically, a chair has either direct authority or considerable influence in respect of the following areas:

- Setting priorities
- Shaping board culture
- Board evaluation
- Organizing the board's calendar and agendas
- Establishing how board meetings are run
- Overseeing appointments to committees, task forces & setting terms of reference

⁸ See Chait, Richard P., William P. Ryan and Barbara E. Taylor, Governance as Leadership: Reframing the Work of Nonprofit Boards, (BoardSource \ John Wiley & Sons, 2005), for an elaboration of this useful concept, Chapter 7, 137 ff.

⁹ The CEO should be made aware that these discussions are taking place, and invited to brief the chair in preparation; but if the chair is seeking candour from interlocutors, at least initially, most of these conversations should probably be held one-on-one.

- Bringing in new blood
- Strengthening external relationships
- Documentation for the board
- Reviewing the CEO's performance

An effective chair uses these levers in complementary ways for the greater good of the organization.

Setting priorities

Based on these discussions, plus all-important conversations with the CEO, the chair will need to establish priorities. For most boards, there is more to do than there is available time. So the chair must decide, probably in concert with a group of key colleagues (such as the executive committee) – and perhaps in due course with the board as a whole – what are the most important issues facing the organization.

Issues are typically of two sorts. First, the organization will be facing some substantive challenges: financial problems, new relationships, service issues, unexpected opportunities, a move to a new location, a need to train volunteers better. Second, there are often governance matters to address: for example, committees with unclear mandates, too much board time spent on secondary issues, out-dated recruitment practices, board members who don't show up for meetings, or problems in board-CEO relations.

Some issues may be addressed openly with both board members and the CEO. Others may require private consultations, and perhaps *in camera* discussions, especially those involving individuals or issues particular to the board itself. A chair must decide what needs to be dealt with one-on-one, and what requires collective consideration. The chair who only interacts with colleagues at the board table misses out on a key aspect of the job. Cordial relations with colleagues make it easier to draw upon their individual talents or contacts, and will be especially helpful if the chair needs advice on sensitive issues. Sometimes board members need a little persuasion, too.

It is important [for the chair] to apply the appropriate kind and amount of pressure in the right way to achieve optimal results. Depending on the individuals and the situation involved, this could be a one-on-one telephone call, lunch, letter or meeting of two or more to ask questions, [or] request changes....¹⁰

Shaping board culture

Board culture is a potent dimension of governance, overlooked or misunderstood by many chairs.

Every board has a culture resulting from the firm but unwritten rules dictating how directors should think, speak and behave.... These implicit but long-established codes, absorbed almost automatically by observing and interacting with other board members, heavily influence everything a board does and how it does it.... Ultimately culture

¹⁰ Ibid., 242

becomes so ingrained that the pattern of behaviour is taken for granted and never examined critically.¹¹

Culture can be responsible for the paradox that a board may comprise a highly competent group of individuals who, collectively, add no discernible value. Research indicates that "the leaders of most effective boards ... take deliberate steps to transform an assembly of talented individuals into a well-integrated group."¹² These chairs seek to shape a 'performance culture' – to make it clear that there are certain values at play and performance expectations. In such a culture, directors will arrive prepared, be forthcoming with their views, work collaboratively with colleagues and carry out assigned roles responsibly.

Exceptional boards are characterized by a climate of trust among members and between management and the board; staff willingness to share information with the board; an ambience where directors feel free to challenge one another's assumptions; and a shared will to assess collective and individual performance. In fact, "the 'soft stuff' of interpersonal skills, group dynamics, and board-management relations"¹³ is often a better way to deal with inappropriate governance practices than through the development of a host of written policies and procedures.

Shaping culture takes time. Progress improves in circumstances where the board is prepared to evaluate its own performance. Evaluation is increasingly recognized as a 'gold standard' in the private sector, but in the public sector, where many directors serve *pro bono*, it can be more difficult to introduce. Where board members are comfortable being both candid and constructive in discussing how well they are doing, it is an indication of a board that is advancing well along the road to exceptional performance.¹⁴

Organizing the board's calendar and agendas

Another important lever for the chair involves setting the board's calendar for the coming year. It will have to include some routine activities such as the review of the annual plan and budget from management, or the submission of applications for funding to donors or government agencies, or the annual general meeting.

But routine activities such as these should not comprise the board's main diet. Its calendar should focus mainly on issues of strategic importance to the organization's future. It should also provide time for discussing improvements to governance, if there are issues on this front.

¹¹ Leighton & Thain, 225-6.

¹² Axelrod, Nancy R., "In the boardroom, culture counts", reprinted in *Exceptional Boards: Strengthening the Leadership Team*, (Centre for Association Leadership, American Society for Association Executives, May 18-19, 2006), 8.

¹³ Ibid, 17.

¹⁴ See Plumpton, Tim, "How good is our board?" *How Board Evaluations Can Improve Governance*, (2006), http://www.iog.ca/view_publication.asp?area=5&publicationItemID=231.

As for the agendas of specific meetings, the chair has an important responsibility, in concert with the CEO, to determine what should appear and how the items should be organized. Many chairs pay insufficient attention to this task.

The natural tendency of a Board is to accept the agenda proposed by the permanent staff... If items are proposed to it, it assumes automatically that they fall within its jurisdiction.... A Board chair and a Board must learn to distinguish between what concerns them and [requests] ... by staff ... for needless approvals... [It is always useful to ask] "Can this matter perhaps be dealt with at a level other than that of the Board?"¹⁵

Chairs need to beware some CEOs' tendency to swamp the agenda with "information items" and to root out many such items. A board constantly being "informed" will seldom exercise any substantive influence over the organization. Some CEOs have been known to use 'information overload' as a strategy, conscious or unconscious, to keep the board at bay.

Many boards now provide time for longer meetings, such as retreats, where more time can be taken to explore complex issues. These encounters, as well as the occasional social gathering such as a board dinner, provide openings to build the personal relationships that underpin a collaborative culture. They also can provide opportunities for some of the informal but valuable one-on-one discussions where a chair can gather helpful intelligence about interests, issues and opportunities.

Around the board table

To guide board discussion effectively, a chair must ensure that different voices are heard while avoiding the temptation to personally dominate conversation. Constructive dissent should be encouraged. The meeting should be run to time and directors encouraged to stay on topic. The skilled chair, periodically summarizing the conversation and proposing where common ground may lie, can lead a disparate group toward consensus, even where none was in prospect at the start.

The effective chair will also read the subtle aspects of board debate, and will

perceive important signs of dissent long before it is obvious that questions are becoming pointed, cross-examination rough, the atmosphere tense.... The key signals to look for are individual interests and attitude, body language, verbal, supportive intervention, position taking, manner and behaviour.... [R]eading the different surface and underlying meanings of the language of dissent is a skill requiring wisdom, experience and insight.¹⁶

Appointments

Appointments are one of the chair's most valuable levers. Board performance is enhanced when the best people are placed in the right jobs. This calls for some organizing ability: identifying the capacities of different board members and determining where they can best contribute. It also calls for tact.

¹⁵ Malenfant, Roméo, *La gouvernance stratégique - la voie de l'imputabilité*, (Éditions D.P.R.M, 2005), 144. Author's translation.

¹⁶ Leighton & Thain, 236.

Much of the work in support of boards is carried out by committees or task forces. Terms of reference need to be clear. Often they are not. Many organizations have committees whose mandates have been discharged, but who keep meeting, or whose members have imperfect ideas of why the committee exists. It's a particular problem in organizations whose board membership turns over frequently: new members don't know, and older members forget. Sorting out fuzzy mandates, or converting some open-ended committees to more tightly directed task forces, is one of the sensitive tasks that can fall to a chair. It's all the more complex in cases where committee terms of reference are inscribed in corporate bylaws, making them difficult to refresh or change. (Well-drafted bylaws guide governance activity intelligently but don't hamstring the board through over-regulation.)

Further, some directors may have expectations regarding the roles that they should play. They may already be in place, with roles carried forward from the term of a previous chair. A new chair will have to decide if existing roles should be left as is, and if not, to find diplomatic ways of shifting around roles and mandates to enhance performance. Sometimes it's best to let sleeping dogs lie; sometimes not.

Accountability of board members to the chair

In a well-performing board, members will recognize an accountability of sorts to the chair for their performance. This is generally not an issue when things are going well, but when problems arise, the chair may need to have private conversations with board members about their performance. Likewise, if a board member decides to step down prematurely, the chair may wish to hold an exit interview to ascertain the reasons; this is a desirable practice in any event when directors come to the normal ends of their terms.

Sometimes the chair may have to ask an ineffectual or disruptive director to resign.¹⁷ Failure to do so may send a powerful message to all concerned that the chair does not need to be taken seriously, and that responsible performance is an option, not an obligation. Since in the case of many public purpose organizations board members are volunteers, this work requires the chair to exercise a subtle blend of foresight, political savvy, coaching skills and tact.

Recruitment

Another area where chairs can make their mark is in recruitment. Boards cannot be better than the people who serve on them. The chair should choose the head of the nominating committee with care, and encourage the committee to link its deliberations to the board's planning discussions. Chairs should be on the lookout for potential new recruits, meet promising candidates and encourage them to join the board.¹⁸

¹⁷ CGIAR, 5; Malenfant, 144-5.

¹⁸ A wise board chair will take steps to ensure that new board members are brought up to speed effectively – not simply (as often happens) by handing them a large manual of dull-sounding policies, but also through more imaginative measures, such as mentorships, site visits, briefings on certain aspects of operations at each board meeting, and the like.

Working with the CEO

Board-staff relations

Few governance topics have occupied more space than that of board-staff relations. One theory of board governance¹⁹ maintains that the board and the staff occupy two quite distinct zones. The board deals with ends, and communicates its intentions to the staff through policies that articulate and support those ends. The staff deals with means or implementation.

Many boards and CEOs have found this approach to governance, while elegant in theory, difficult to apply, in part because the distinction upon which it rests between ends and means is confusing in practice²⁰. Many contemporary observers prefer to describe the relationship between chair or board and the CEO as a partnership²¹, a formulation that in this writer's experience better reflects the realities of governance.

The chair and the CEO together comprise the linchpin connecting the board and staff, with all major board communications flowing through the chair to the CEO, and all important matters of staff interest flowing to the board through the chair. This relationship is vital to sound governance. Where the two incumbents collaborate harmoniously, things work. When they have significant differences in values or approaches, life can become very difficult for both the board and staff.

Fundamentally, the chair needs to be able to trust the CEO (and vice versa); the stronger the mutual regard, the more governance will flourish. The need for trust manifests itself in a host of situations. For example, in the development of the board's agenda, the chair will want to be comfortable that the CEO is prepared to bring forward both important and contentious issues, and not try to pull the wool over the board's eyes. The CEO has to be confident that the chair will ensure that the board deals with difficult questions in a balanced and fair-minded way.

Likewise, the chair will want to know that the CEO will carry out direction from the board in a diligent, ethical and responsible manner, respecting the values of the organization; reciprocally, the CEO will want to feel that the chair is not constantly peering over his or her shoulder. One-on-one contacts with the CEO will help to build that sense of trust and partnership so critical to the chair's ability to lead.

The relationship rests on the basic premise that the board should focus mainly on governance issues that bear on the performance and health of the organization, while the

¹⁹ This is the central thesis of the Carver or policy governance model. See for example Carver, John, *Boards That Make a Difference*, 2nd edition, (Jossey-Bass, 1997), Chapter 2 and Chapter 6.

²⁰ See, for example, Houle, Cyril O., *Governing Boards*, (Jossey-Bass, 1997), "This distinction ultimately proves unsatisfactory, both theoretically and practically." (88)

²¹ Houle, *op. cit.*, "The normal day-to-day relationship between the board and the executive is that of a responsible partnership." (86) Also Widmer, Candace, and Susan Houchin, *The Art of Trusteeship*, (Jossey-Bass, 2000): "Organizational decision-making works best when the relationship between the board and the CEO is a partnership." 158ff.

CEO and staff deal with management issues. The distinction between governance and management is subtle. Characterizing one as having to do with ends while the other deals with means implies a false clarity. The reality is that governance shades into management, and the role of the board shades into that of staff and vice versa. "Because of the difficulty boards sometimes face in distinguishing between setting policy and managing, the chair has a critical responsibility to manage the board's work in this area."²²

The need for board and staff to work together is particularly true when it comes to the formulation of strategy. Board members are typically not close enough to the operations and culture of the organization to develop a robust strategy on their own. Moreover, if staff had no involvement in the process, there is a danger that the strategy might be quite unrealistic. Staff would likely have difficulty developing any commitment to decisions taken. They might, in addition, encounter problems in implementation, having not been privy to the detailed discussions underlying strategy decisions.

So for many reasons, the border between chair and CEO and between board and staff is permeable. Problems, points of friction are bound to arise. What will prevent them from developing into serious difficulties will be a recognition that both parties are genuinely interested in the well-being of the organization and its clients. Trust is the lubricant that prevents confrontation. The chair's role, shared with that of the CEO, is to keep a close eye on this relationship, to spot potential problems as soon as they begin to appear, and to dispose of them through candid discussion.

In general, the chair and the CEO have to work together on many fronts, sharing impressions and intelligence, each respecting the perspective of the other. Areas where this collaboration is of particular importance include:

- the identification of organizational priorities,
- the development of strategy, the setting of the board agenda,
- determination of the frequency of board meetings and their length, and
- the preparation of documentation for board meetings.

Board documentation

The CEO's responsibility is to ensure that the documentation provided to board members fulfils two objectives, and some CEOs need guidance from the chair in achieving these objectives. One is to address the fiduciary aspects of the board's role. This means providing routine information for purposes of oversight in a form that can be readily understood by individuals who are not experts in the field.

The second objective of board documents should be to provide a platform for informed decision-taking on issues. The preparation of good decision documents requires writing skills and sound judgment, qualities not given to all CEOs. Getting a CEO to produce

²² "The Role of the Board Chair", Reference Guide No. 2 for CGIAR International Agricultural Research Centers and their Boards of Trustees, Consultative Group on International Agricultural Research, (Washington D.C., 1997), 3-4.

such documents and get them into the hands of board members sufficiently in advance of meetings is often a challenge.²³

On the other hand, some boards seem unable to make up their minds on what information they require. CEOs are sometimes confronted with fresh requests at every board meeting for new kinds of information or different formats. The board chair's role here should be to guide board discussion and discourage directors from making requests that are frivolous or needlessly time-consuming for staff to fulfil.

The chair-CEO relationship is inevitably complex. On the one hand, the chair needs to be "open, supportive and friendly" while at the same time being "tough, demanding and professional."²⁴ The chair is usually the director designated to conduct the performance review of the CEO. It takes a talented and perceptive person to manage a relationship with these elements of ambivalence effectively.

A lengthy discussion of CEO performance evaluation is beyond the scope of this article. It should be noted, however, that for complex organizations, this task is challenging. CEOs' jobs are often multi-faceted and the environment they work in is shifting. This is perhaps even more true of public sector jobs than private sector ones. This fluidity means it is difficult to set performance goals at other than a fairly general level. In addition, in public organizations there may be different views as to what constitutes good performance on the part of the CEO, since public organizations often serve multiple objectives.²⁵ Personal style may also enter into this issue: some chairs may be inclined to try to take a fairly structured approach; others may favour something more informal.

In general, the wise chair will take counsel from other board members in both setting goals for the CEO and in reviewing the incumbent's performance, and may involve a few key board members, such as executive committee members, in the actual appraisal discussions.

External relations

Public purpose organizations typically have a wider range of accountability relationships than those in the private sector. Members, if there are any, need to believe the organization is functioning in their best interests. Funders or donors will want to be convinced that their funds are being used responsibly. Regulators or professional bodies with an interest in the organization will want to be assured that standards are being observed. Unions will be concerned about their members being fairly treated.

²³ A useful practice in board documentation is to have staff state, at the beginning of each document, their reason for bringing to the board. This is different from highlighting the decision required or the recommendation – it requires staff to be explicit on why this matter requires some of that precious commodity, board time, and how it relates to the key functions of the board.

²⁴ Malenfant argues "it is very difficult to elaborate a system of performance evaluation which is relatively objective". In his view, "The evaluation of the performance of a CEO / ED has almost always proven to be, if not a nightmare, at least an embarrassing situation for a Board of Directors." 152.

²⁵ *Ibid.*, 220-224. See also 120-121. Author's translation.

These and other stakeholder relationships make it necessary for an organization to share information about how it is spending money and what it has achieved through its programs and activities. Further, it is gradually becoming an accepted governance practice that a board should evaluate its own performance, a function that can help to provide stakeholders with reassurance that governance is being exercised wisely.²⁶

Much of the work associated with external accountability will be conducted by the CEO, but certain aspects, particularly those involving key relationships and evaluative work related to the board itself, may need to implicate the board chair. The board that leaves all significant accountability relationships in the hands of paid staff is denying itself access to information that may be critical to its governance. Between them, the chair and the CEO need to be attentive to the concerns and information needs of the "major moral owners" of the enterprise.²⁷

Another consideration related to the organization's external relationships is that of public consultation. A question the chair may want to discuss with both board colleagues and the CEO from time to time is: whose voice needs to be heard on this issue? In the case of a public purpose organization, particularly one that has quasi-governmental or regulatory responsibilities, there is often a considerable range of stakeholders with an interest in its affairs. Not all can be consulted on everything; but neither can legitimate interests be disregarded out-of-hand. It is incumbent on the chair to encourage discussion regarding when, how, and on what issues it would be desirable to seek outside views.

Chairing: the art of the possible

Like politics, chairing a board is the art of the possible. There will nearly always be more to do than the incumbent has time for. To be effective, the chair of a public purpose board, like a government minister or a senior corporate executive, has to set priorities.

Here, in summary, are a few of the key questions to be considered:

- How much time do you have (personally) to commit to this role?
- How much time have you been accorded (by the bylaws)? Will you wish to stand for re-election so that you have a second term? Will your colleagues re-elect you?
- How much scope does the governance context afford you - what levers are available to you in the sphere of appointments, financial authority, recruitment, and the like?
- What does the organization need?
- What is achievable, given your personal skills, your colleagues, your mandate, and the circumstances?

This paper suggests that organizations must give careful thought to the criteria used to select their chair, and the process to appoint the incumbent. Some chairs arrive almost by

²⁶ See Plumptre, Tim, "How good is your board?" Policy Brief no. 25, (Institute On Governance, 2006), www.iog.ca.

²⁷ Andringa, Robert C. and Ted Engstrom, Non Profit Board Answer Book, (BoardSource 2002), 65.

happenstance, because that's what the bylaws prescribe: one becomes secretary or treasurer, then perhaps vice-chair, and finally chair. Chairs who attain office through this kind of inertia may not always be the best candidates. While they may know the organization quite well, having served on the board for several years, the attributes required to be a good treasurer or secretary are not necessarily those one looks for in a chair.

A chair needs to bring to the job a considerable array of attributes: foresight, tact, communications ability, diplomacy, the capacity to summarize complex discussions, political smarts, coaching skills and leadership ability. Malenfant suggests that in addition to these qualities, it helps if the chair is good-humoured, self-assured, respected in the community and able to deliver on a mandate.²⁸

The board chair's position is certainly not a rocking chair – on the contrary, it is demanding and "critical to the well-being of the organization."²⁹ All incumbents will bring their own style to the post and not everyone will wish to explore the many dimensions of the job set forth in this article.

However the job is interpreted, it is clear that the title 'chair' is no longer very appropriate for this position because there is so much to do beyond "chairing" the meetings. Organizations interested in achieving the elusive goal of governance excellence would do well to pay close attention to the attributes, mode of appointment, and role of this critical player.

²⁸ Malenfant, 259-60.

²⁹ Andringa, 65.