

Governance & Leadership: Can They Co-Exist?

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Governance and leadership: can they co-exist? We hope these two concepts can work together. But, in order to answer this question, let's begin with "duty" as a member of a board of directors.

- **The Duty to Show Up:** Yes. It's that simple. Show up for meetings whether in person or through a form of media. If you're absent, you deprive us of your thoughts and ideas. If you're absent, you can't question or challenge. We need you there. If you can't honor this obligation, it's time to step back and let someone else take a try.
- **The Duty to Show Up on Time:** Do your best to be early, especially for conference calls. But if life intervenes which it sometimes will, then join the call. Quietly. Those of us already on the call don't need or want to hear about the traffic on 465 or how your daughter scored the winning goal for her team or your sick dog. Just join the call.
- **The Duty to Start on Time:** Presidents and others who lead conference calls, this one's for you. START. ON. TIME. Please. If you have 10 volunteers scheduled for a call to begin at 7:00 p.m., and at 7:00 p.m. there are six volunteers who have joined the call, then start the meeting. Don't use the time-honored, "Ah, we're just waiting for ..." No one ever identifies who the "we" is. And if I'm on the call, I'm sure as heck not in the "we" group that wants to wait. Secondly, if you delay until 7:06 p.m., you have just flat-out wasted 36 precious minutes of volunteer time. You made six people waste six minutes. $6 \times 6 = 36$. Finally, you have just rewarded those who made time and adjusted their schedules to be on the call on time with a slap in the face. Clearly, they are not as important as the four late arrivals. C'mon, leaders. Reward those who are on time and send the message to others — if you're late, you're going to suffer ROMO (Reality of Missing Out). Being late is usually a choice. So is being on time.
- **The Duty to Shut Up:** Most boards have at least one of "those" members who talk, comment, editorialize, and suck up the time of others by dominating discussions. To those board members: You have a duty to shut up and let others engage in the conversation. Stop being the first to comment. Stop talking. Stop interrupting. Stop restating the obvious. Start listening. Start encouraging a culture of inquiry. And listen.
- **The Duty to Share the Gavel:** Translation — support your chairperson. Your chairperson is not your mom or dad. Reporting an issue or concern to your

chairperson is 10% of the solution. The remaining 90% is up to you as board members. Get involved. Be heard. If it means saying something to “that” board member, then say it. It’s much more effective coming from you. Ignore your title. Every board member is a leader. In theory. Help your chairperson. Like a village, it takes a board.

- **The Duty to Trust:** In some organizations, there may be as many as three separate boards with the ability to veto actions by the other two. Which reduces efficiency and forward progress to backchanneling and political intrigue while encouraging burnout. Your good volunteers will say, “I don’t need this in my life,” and they will leave.

As a director, you can no longer think for a region or a section or for certain chapters or individuals. You are thinking of “What’s best for (the organization)?” That will mean stepping over, around or sometimes through, friendships and relationships because you are now entrusted with the welfare of the organization. Therefore, I’ve included a few other considerations as you consider the coexistence of governance and leadership, beginning with another duty.

- **Get up close and personal with fiduciary duty.** Because you are in a fiduciary relationship. You can spell that T-R-U-S-T. Others — the members of your organization — are now trusting you to act with care, with loyalty, in obedience to the mission and laws of the organization, and with oversight. Let’s take those four concepts in order:
 - *Care:* To act in the way that a prudent person in a similar position would act.
 - *Loyalty:* To put the interests of the organization first, in all aspects.
 - *Obedience:* To act in accordance with the mission — the philosophical aspect — and within the laws and policies — the legal aspect — of the organization.
 - *Oversight:* To oversee the performance of the association and meeting the stated goals of the association while following policies and best practices This should not be construed as micro-managing the staff, if you have staff members.
- **You don’t need a constitution and bylaws. You need bylaws.** Some organizations have a constitution and bylaws, but bylaws are all you need. If you’re going to keep a constitution, then slim it down. It should be the skeleton; the bylaws are the skin, the heart, the muscles, and other organs that do the work. Remove your ideals, values, and other esoteric language and put those into a creed or other document.
- **And at least 60% of the bylaws can be converted into policies or procedures which can be changed quickly and without drama.** In most organizations, changing the bylaws is

like changing the ritual. (Cue Marisa Tomei from her Oscar-winning performance in “My Cousin Vinny” ... “Oh my Gawd!”) Much of what is contained in the bylaws can be converted to policy or procedure. And policies can be changed quickly and efficiently to meet the needs and demands of an association as opposed to the proverbial Act of Congress in attempting to change governance documents.

- **A culture of inquiry.** Excellent boards of directors develop a culture of inquiry. The directors are actively involved in asking cogent and appropriate questions about the mission, trajectory, and strategic plan of the association. Many of those questions begin with “Why,” and the culture of the board encourages this consistent inquiry. There are no dumb questions. There are no drama-creating questions. There are good questions. Because that is the duty of the board.

There is a good reason why entities such as the American Society of Association Executives, BoardSource, and the IRS use “board” in the singular. Because no one uses two governance boards or multiple boards that can overrule each other. Members should begin from a position of trusting elected leaders. Set your expectations and move forward. Governance, meet leadership. It takes both for a board of directors to become “excellent.”

For further reading, please see “The Perfect Board” by Calvin Clemons, CAE (2008), “Boards That Make A Difference” by John Carver (1990), “12 Reasons Why You Should Gracefully Resign from a Nonprofit Board” by Gene Takagi (Nonprofit Law Blog, June 2014), “D & O: Yes or No?” by Charles Tremper (Nonprofits’ Risk Management & Insurance Institute), “Nonprofit Bylaws: What to Include and What to Leave Out” (Ellis Carter, June 2010), “Board Roles & Responsibilities” (The National Council of Nonprofits, 2019), and “Board Member Responsibilities” (BoardSource, Inc., 2018).

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