

Implementing Coherent Governance® in the Midst of Adversity

One of our books quotes a former client who said: “Implementing this thing isn’t easy.”

We acknowledged him to be correct. The basic implementation processes, the commitment to focus on outcomes rather than strategies, the board’s pre-planning of its own work and agenda, the practice of actually governing from the level of policy rather than tinkering with stuff, can be a challenge. Perhaps most difficult is maintaining the personal and collective discipline to stay faithful to the governing system the board has created. Change goes against human nature.

The complexity of that challenge is heightened considerably when all the board’s oars are not pulling in the same direction. Then the challenge is further ratcheted up when outsiders shoot at the board with accusations based usually on ignorance, including the volley that the board has abandoned ship with this new “governance” role clarity and definition.

In concise, simple terms, this is our best advice to boards facing these troubling internal or external adversities:

1. **Stay faithful to your policies.** We have yet to find a circumstance or a condition that cannot be addressed head-on by consistent application of the policies the board adopted. The minute the board steps outside its governance structure and begins to fix problems in its old way is when cracks begin that ultimately lead to disintegration of the whole system. Your policies hold the answer to any problem or condition. Use them as they are intended to be used. Develop thorough understanding of the policies and the skills to use them wisely.
2. **Deal directly with internal dissenters.** If board members themselves cannot be brought to a point of following the rules the board adopted in policy, don’t be reluctant to invoke the remedies the board committed to. They include private consultation, public censure, and removal from positions of leadership. Yes, acting to discipline a maverick member can lead to unpleasant backlash and repercussions, but failing to act can have even more damaging consequences for the board, its staff and the people it serves.
3. **Get really smart about running your meetings.** Most of our clients are public entities, and don’t enjoy the luxury of unseating a colleague not committed to not work with the board—sometimes even fighting against the board. In such cases, members must work with each other for the duration of the terms. While every member of every board is entitled to respect and the parliamentary rights other members enjoy, they are not entitled to dominate the lives of other members, the CEO

or the board itself. Develop rules that control all members' behaviors, and follow them consistently. Allow all members to speak according to the rules, but do not allow an inch more than the rules permit. And remember: not every comment needs acknowledgement. Every idea need not be debated. Every motion does not need to be seconded, and if it is, that does not mean that the board needs to spend time debating the motion. Motions actually can be disposed of quite efficiently, if the board so desires.

4. **Get expert help.** Outside detractors feel free to attack the board on almost any subject and that cannot be changed. What *can* be changed is the board's response to the attack. It is difficult to offer blanket advice about coping strategies, because the attacks can come in all sizes and shapes and from any direction. But we do suggest this: get expert help in designing appropriate strategies for dealing with such attacks. Fact: it is much easier to destroy than it is to build or to preserve. Finding workable strategies to counter the attacks is much more difficult than the scurrilous launching of harmful words and innuendos. Get the help you need to effectively deal with these forces. That help could come from within the organization, if staff is exceptionally competent in such matters, or it may require outside assistance. No board wants to spend money on such help, but failing to be smart in responding can cost much more than the cost of developing good support systems.

5. **Don't assume every criticism is invalid.** Sometimes the board does make unwise decisions, and it needs to understand the issues and viewpoints of the dissenters in order to assess their validity. As is the case of inside dissenters, the owners always are entitled to reasonable respect and acknowledgment, but they are not entitled to destroy the foundation for good governance the board was elected to sustain. The board must balance this willingness to listen with full realization that when it does, it is NOT hearing from "the community." It is hearing from a very small fraction of the larger ownership, and it must wisely assess whether the criticism it hears is representative of the full ownership.

The most fundamental advice we can offer, regardless of where the roadblocks or aggression comes from, is this: understand thoroughly the governing system you have built and use it to your advantage. It will prove its own worth. It will demonstrate the board's value to the organization and to its owners if it is used well and consistently. It is intended to produce the value the owners expect of the board, and it will do that, if it is used faithfully.

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