



# BOARD LEADERSHIP

POLICY GOVERNANCE IN ACTION

*John & Miriam Carver*

EXECUTIVE COEDITORS

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*Precise use of executive limitations is indispensable to governance excellence*

## Executive Limitations Policies: Two Errors to Avoid

by Miriam Carver

POLICY GOVERNANCE BRINGS a much needed and carefully crafted clarity to the distinction between the role of the board and the role of the staff. Readers of *Board Leadership* know that the ends-means distinction, the practice of organizing policies in their categories by size, and the board's curious but empowering use of proscription in its policies about delegated operational means all combine to describe clearly what decision authority is delegated by the board and what is not.

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The utility of executive limitations policies is that the board can be brief, is not required to have the subject matter expertise of staff, can allow the staff to make any decision not prohibited, and can hold the CEO accountable.

Contrast this clarity with the traditional practice of board approval given by the board to staff's plans for the future and even their reports on the past. One problem with this approval mechanism is that the board is forced

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### ON A PERSONAL NOTE

GOVERNANCE DOESN'T EXIST FOR BOARD MEMBERS' SATISFACTION

by John Carver

POLICY GOVERNANCE brings long-overdue precision to the practice of governing an enterprise. For many board members, that is a welcome relief from the staff-controlled, report-swamped, often formless and meandering board work of the past. They find a carefully crafted board job quite comfortable, perhaps because in their own jobs, such crafting has not only proved effective but also permits an efficient use of their time and energy.

But not all board members have that reaction. Some regret the loss of permission to follow their hearts into whatever aspects of a real-world situation their compassion takes them. The human concern and engagement of these board members make them commendable exemplars of dedication. Unfortunately, for board members such as these, Policy Governance presents a dilemma.

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## Executive Limitations

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to decide on the acceptability of the document in question with no pre-stated board criteria. We end up knowing that the document was approved but not why or what might have made it unapprovable. A second problem is that the board's act of approval obscures who made the decision and who is therefore directly responsible for it. Any document brought to the board by staff reflects staff decisions, but with the act of approval, the board assumes ownership of all those decisions. Moreover, approval relieves the staff of accountability for what is approved, placing the board in an awkward spot. How can it hold the staff accountable for decisions that the record shows the board made or, at the very least, found to be acceptable?

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Executive limitations policies describe the means decisions, actions, or circumstances that the board would find unacceptable even if effective.

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Executive limitations policies allow the board to be clear about the circumstances that would cause the board to withhold its approval from a staff action or decision. And when these circumstances are clarified and organized from the broadest into more detailed statements, the board can responsibly delegate to the CEO authority to make any decisions that are not characterized by the unacceptable circumstances. The board no longer has to engage in the approval mechanism, with all its faults, but can assure itself that staff's means decisions are acceptable by monitoring that they were not *unacceptable*. Both the setting and the monitoring of the criteria are less time-consuming and more practicable for the board than the traditional approval method of control.

When used correctly, executive limitations policies contribute mightily to the clarity of delegation and accountability. In this article, I examine two common errors in the formulation of executive limitations policies and argue that unless these errors are avoided, that clarity is impaired if not lost.

### Error One

Policy Governance users are accustomed to the negative wording of executive limitations policies. They understand that these policies outline the board's criteria for what would not be acceptable even if effective. The utility of such policies is that the board can be brief, is not required to have the subject matter expertise of staff, can allow the staff to make any decision not prohibited, and can hold the CEO accountable for the decisions made. Too often, though, boards will try to use executive limitations policies and to do a little management consulting as well. They will describe as unacceptable the absence of management practices or programs that they prefer. Hence a board may have an entirely unnecessary policy that states, "The CEO shall not allow staff to be insufficiently trained to do their jobs," not noticing that if ends are achieved, such a requirement is redundant! Or a board may have a policy that states, "The CEO may not fail to offer an XYZ program or an ABC curriculum," not noticing that it has contradicted its intention to allow the CEO to choose any legal, prudent, and ethical programmatic means that will accomplish the ends. Policies like these are, in fact, "back door" means prescriptions. There is no end to the possibilities for such prescriptions once the principle is breached. The cost is high both in the unnecessary and possibly ineffective requirements and in their monitoring.

### Error Two

Executive limitations policies describe the means decisions, actions, or circumstances that the board would find unacceptable even if effective. They commonly state that certain decisions are unacceptable unless certain requirements are met. For example, a policy may say, "The CEO

shall not make purchases for more than (a certain amount of funds) that fail to demonstrate a favorable relationship between long-term quality and cost." Such policies have the effect of preauthorizing the CEO to make purchasing decisions subject only to certain requirements for care.

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The job is either the board's or the CEO's, but it is never shared. To share a job is to obscure whose it is, who is responsible for it, and who has the right to change it.

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But some policies say that the CEO has no authority at all to make certain decisions. Consider the prohibition "The CEO shall not buy, sell, or encumber real estate." (It is not uncommon to see this policy used by boards of small organizations, though it would be a very odd restriction to impose on the CEO of a large organization.) When the board withholds authority in this way, it is saying that the job in question is not the CEO's to do but belongs to the board. Here we can tell that the board has decided that it would not be wise, in its opinion, to give the CEO the authority to buy real estate. So the board itself must do the work. The job is either the board's or the CEO's, but it is never shared. To share a job is to obscure whose it is, who is responsible for it, and who has the right to change it.

It is a common error to append to a policy that completely prohibits a certain CEO action or decision the words "without board approval." But as I have already argued, approvals do not demonstrate that the board has made a decision; more often than not, they demonstrate that the

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## Personal Note

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Under Policy Governance, the soft, sentimental, personal-touch kind of board opportunity is dissected, reorganized, and made into a craft. The board makes policies, judges performance, and enforces self-discipline to stay out of activities that once gave so much pleasure. The line between board and staff work may have been blurred before, but now it is rigidly defined as if a fence has been erected between friends. Or so it feels to some board members.

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We are all familiar with Isaac Newton's creative genius in a number of areas, one of which was demonstration that white light is a mixture of various single frequencies, each of which refracts in a different amount. Hence he could show with a prism the various constituent colors as they bent at their own angles. He was neither the first nor the last scientist to find a physical basis for an aesthetic experience. Before Newton, the rainbow was just a natural wonder; now it was an electromagnetic lab experiment.

The poet John Keats must have felt what some board members feel. He wrote the following lines in 1820 (keep in mind that by "philosophy" Keats meant "natural philosophy," or what we today call science):

Do not all charms fly  
At the mere touch of cold  
philosophy?  
There was an awful rainbow once  
in heaven:

We know her woof, her texture;  
she is given  
In the dull catalogue of common  
things.

Philosophy will clip an angel's  
wings,  
Conquer all mysteries by rule  
and line,  
Empty the haunted air, and gnomed  
mine—  
Unweave a rainbow.

Keats, like our deprived board members, decried the loss of the poetry of the rainbow. But what he seemed not to foresee was our ability to get new pleasure from the amazing secrets of nature exposed by unweaving the rainbow, along with countless other discoveries of "rule and line." Thus, knowing that photons travel almost three million years to my eye from the Andromeda Galaxy steals not a whit from my experience of overwhelming wonder. Understanding why the sky is blue instead of pink or green doesn't reduce in any way the uplifting emotion of a gorgeous clear day. If anything, my experience is enhanced. And as to the rainbow, I can thank Newton for my intellectual satisfaction in knowing the unwoven reality while still enjoying the emotional pleasure of seeing it grandly woven right there before me.

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Board members do  
lose something in  
Policy Governance.  
They lose the freedom  
to do whatever they  
want to do whenever  
they want to do it.

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Board members do lose something  
in Policy Governance. They lose the

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## THE POLICY GOVERNANCE MODEL

**B**OARD LEADERSHIP requires, above all, that the board provide vision. To do so, the board must first have an adequate vision of its own job. That role is best conceived neither as volunteer-helper nor as watchdog but as trustee-owner. Policy Governance is an approach to the job of governing that emphasizes values, vision, empowerment of both board and staff, and the strategic ability to lead leaders.

Observing the principles of the Policy Governance model, a board crafts its values into policies of the four types below. Policies written this way enable the board to focus its wisdom into one central, brief document.

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### ENDS

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The board defines which human needs are to be met, for whom, and at what cost. Written with a long-term perspective, these mission-related policies embody most of the board's part of long-range planning.

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### EXECUTIVE LIMITATIONS

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The board establishes the boundaries of acceptability within which staff methods and activities can responsibly be left to staff. These limiting policies, therefore, apply to staff means rather than to ends.

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### BOARD-EXECUTIVE LINKAGE

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The board clarifies the manner in which it delegates authority to staff as well as how it evaluates staff performance on provisions of the Ends and Executive Limitations policies.

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### GOVERNANCE PROCESS

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The board determines its philosophy, its accountability, and specifics of its own job.

*Policy Governance is a substantial reconceptualization of principles and practices for board leadership*

# Governance as Leadership?

by Caroline Oliver

*Caroline Oliver reviews Governance as Leadership: Reframing the Work on Nonprofit Boards, by Richard P. Chait, William P. Ryan, and Barbara E. Taylor (Hoboken, N.J.: John Wiley & Sons, 2005).*

**I**N A NUTSHELL, *Governance as Leadership* proposes that board work as commonly framed does not engage board members well and suggests a way of reframing it in order to engage board members better. Coming from a Harvard professor, a Harvard Research Fellow, and a senior consultant who among them have an impressive array of experience in governance consulting and writing, as well as board membership, we expect that the book should be on the leading edge of thinking about nonprofit board governance today.

We expect this even more because the book is a result of the Governance Futures Project, which, under the leadership of BoardSource and in collaboration with the Hauser Center for Nonprofit Organizations at Harvard University, “seeks to discover, develop, and disseminate innovative governance strategies that vary significantly from conventional practices.”<sup>1</sup>

As BoardSource’s Web site further reports, “The project is based in part on the assumption that some governance problems arise from the very design of our governance models—not merely from poor execution of those models—and that we ought to explore the potential of alternative governance designs, even as we continue to help boards perform better with the governance models they now use. A bigger set of ideas, tools, and models may improve governance and thereby enhance the accountability of the nonprofit sector.”

Fundamentally, Chait, Ryan, and Taylor believe that nonprofits face a problem of purpose and not a problem of performance. Put another way, they believe that lack of an *engaging* (my ital-

ics) purpose lies, actually or potentially, at the root of problems of performance. The solution they suggest is to add a third area of work to the board’s traditional agenda of “fiduciary of tangible assets” and “management’s strategic partner”—that of “leadership.” The authors characterize the leadership they are talking about as “generative.”

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In fiduciary mode (or Type 1 Governing, as the authors dub it), the board asks fiduciary oversight and inquiry questions. In this mode, the board tends to operate from an inward-looking, bureaucratic “mental map.” This kind of governing is important and necessary but problematic. First, if the board operates exclusively in this mode, it fails to consider the “uncharted organization,” which consists of “constituent views, political dynamics, human relations, and social interactions both within the organization and between the organization and its environment.” Second, to the extent that boards “institutionalize bureaucratic approaches to governing, trustees will become vulnerable to the fatigue and boredom of highly rou-

tinized work, and the fiduciary value that the Type 1 boards are engineered to produce will be jeopardized”—this being what the authors call the “substitute’s dilemma.”

In strategic mode (or Type 2 Governing), the mental map shifts “from conformance to performance,” and the trustees’ perspective becomes “outside in” rather than “inside out.” The authors point out that funders and other influential constituencies now “expect a strategic plan no less than a budget and an audit.” As a result, “just as boards required and reviewed budgets, boards now expect to approve plans and monitor implementation.” Having done an extensive and interesting analysis of traditional strategic planning and the board’s role in it, the authors conclude that both fiduciary and strategic governance are “vital”: “Nearly every board today practices some form of fiduciary governance; most participate (to varying degrees) in the development, approval, and oversight of strategic plans. Many even provide technical assistance to enact the plan.”

In generative mode (or Type 3 Governing), the authors suggest that trustees need a different mental map, one that embraces the frequently ambiguous and possibly contested nature of goals, the uncertainty of the future, and the importance of “meaning” in enabling understanding and action in ambiguous environments. This is the heart of the book, the rest of which focuses on ideas, tips, and tools for helping boards get into generative mode to the extent they feel they can and should in order to provide organizational leadership.

And there you have it, a glimpse of our governance future from some of the leaders in governance thinking today—and I want to cry!

The bits of this book that make it worth reading are the review and analysis of the shortcomings of much strategic planning and the ideas, tips, and tools for stimulating “generative” thinking. Readers of *Board Leadership* will

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## FAQ ▼

# What authority does a board committee have over the staff member assigned for its support?

by John Carver

**Q:** Our board uses a staff secretary for taking and compiling minutes. To what extent may the board secretary direct the staff secretary without diminishing the CEO's authority and accountability? Similarly, what authority does a board committee have over the staff member assigned for its support? Under a Governance Process policy, we grant committees the use of a certain amount of staff hours. But does a committee have to ask the CEO about each task it wishes its staff resource to undertake, or must it simply inform the CEO?

**A:** Your board is to be commended for making committees' authority over the use of staff time clear. You are also to be commended for being sensitive to the possible inconsistency between having a CEO and directly instructing a sub-CEO staff member. Because of the care you are taking, the stage is already set for easily solving the problem you raise.

Look at the staff assistance to any board function this way: The board instructs the organization only through the CEO and judges only the CEO's performance, which is, of course, the entire organization's performance. With regard to non-ends decisions and performance, instructing the CEO takes the form of proactively making clear which activities, decisions, conditions, and circumstances the board regards as unacceptable. One

of the circumstances deemed unacceptable is the board (normally a part-time body) being unsupported in doing its important work. The support needed to fill this gap is largely logistical and clerical.

I will assume that not only does your board already understand all that but that it goes further in its executive limitations to prohibit such a situation. Naturally, the person to whom that prohibition is addressed is the CEO. But that doesn't mean the CEO must personally provide the needed support, just that the CEO is accountable for its provision. Your CEO may assign several staff members to fulfill different needs for support. That support is provided, remember, not on the authority of an officer or a committee but on the authority of the board. Once the board has established the right of an officer or a committee to a certain type or amount of support, the CEO is obliged to make it happen.

But there is no need for the officer or committee to account to the CEO for how the time the board has granted is used. The CEO will not have been made accountable to the board for the efficiency of the officer or committee in using the support but is ultimately accountable for the satisfactory performance of the support person or group. Therefore, if your staff support is unacceptable, the board's complaint is with the CEO, not the staff support. □

## Personal Note

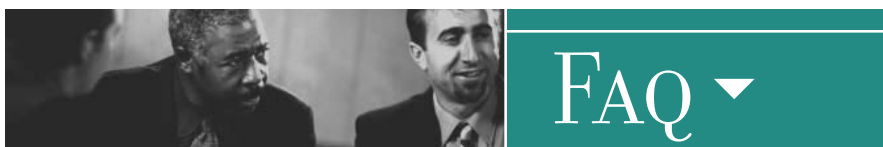
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freedom to do whatever they want to do whenever they want to do it. They may be cut off from the very activity that drew them to the organization in the first place. But there are gains. One is the adventure of leading something worthwhile, of visualizing and then setting out to cause a change in the world far beyond what oneself could attain. There is the satisfaction of rising above the myriad details of what is to the exciting vistas of what might be. Keats's worry was premature.

But while effective board members enjoy their rainbows as well as their prisms, they understand that the purpose of governance is neither. Governance doesn't exist for board members' satisfaction. Governance exists for owners. And since there would not be board members without boards, we must say that board members, qua board members, exist for owners. Careful design of the board's job is not for their pleasure, either emotional or intellectual. There is an obligation to be fulfilled, a job to be done.

Just as Newton didn't really destroy the poetry of the rainbow, rising to the challenge of carefully crafted board leadership only adds to the exhilaration of responsible board work. We hope that this issue of *Board Leadership* adds a little to your governance accomplishment and, along the way, to your rainbow as well.

In this issue, Caroline Oliver reviews a recent offering in governance theory: *Governance as Leadership: Reframing the Work on Nonprofit Boards* by Richard P. Chait, William P. Ryan, and Barbara E. Taylor. Miriam Carver identifies and analyzes two common errors in the crafting and implementation of a critical component of Policy Governance: executive limitations. I answer the frequently asked question "Should senior staff be present at board meetings?" I also answer a related frequently asked question: "What authority does a board committee have over the staff member assigned for its support?" □



# Should senior staff be present at board meetings?

by John Carver

SOME YEARS AGO, I was asked this question, but with these further specifics: A situation had arisen previously in which the CEO had senior staff available at a board meeting so that the board would have access to all the required information during a discussion on a contentious issue. A debate between the senior staff and certain board members ensued, which raised concerns at the board level. Discussion continued over several months, during which statements were made both for and against having senior staff present at meetings, but no agreement was reached. Some members felt that staff persons should not be in attendance at meetings because their presence impedes frank discussion among board members. Others felt that staff members should be used as resource persons, at the discretion of the board, and that the board should use sessions such as a committee of the whole for discussing contentious and confidential issues in camera, without staff—other than the CEO and required persons like the recording secretary—present.

My response to the questioner went something like this:

I hope your board used properly trained consulting assistance, for I am wondering how thoroughly the Policy Governance model is being used. Let me give you a quick answer first and then tell you what worries me in your description of the situation.

The board's meetings are the *board's* meetings, of course, and not the staff's. It therefore follows that the board has complete control over meeting content and

style, not shared control. The board may want certain staff to be present as a resource; if it does, that is perfectly acceptable. On the other hand, the board may want no staff there; that, too, is perfectly acceptable. Staff members can be excellent resources, so it would be regrettable not to use them when their knowledge or experience can be helpful.

But even though staff can contribute extensively to the board's learning and deliberations leading up to a decision, staff are not there to *debate* the board about anything. They are there to offer whatever wisdom, knowledge, and skill they have for the board to use as the *board's* wisdom dictates. The solution to the question you raised is thus rather straightforward.

But beyond the problematic "debate between the senior staff and certain board members," I have another concern about the scenario you present. If staff presence impedes frank discussion, I fear that both the board's assertiveness and its sense of its own authority need serious bolstering. When a board truly knows who works for whom, it is not significantly impeded by making decisions in the presence of staff. Looked at another way, your board represents an ownership in which numerous disagreements exist. Does this mean that the board has to make decisions in a closet because it may have to decide things some owners won't like? Governing well cannot be done without considerable moral courage. This board may need to engage in some earnest dialogue around why courage is needed and how the board's concept of

itself and its job must be changed to reflect that courage.

Another worry is "discussing contentious and confidential issues without staff present." I've already said what I want to say about the contentious part, but let me focus on the confidential portion. Boards sometimes need to deal with such matters as real estate purchases and litigation. These matters are appropriately handled in camera regardless of how the board feels about staff. Moreover, boards using Policy Governance rarely deal with the types of confidential concerns that come up for more traditional boards, such as personnel issues and individual evaluations. In other words, with the exception of board discussions about questions for which the law allows in camera operation, instances when a Policy Governance board would require confidentiality are exceedingly rare.

Obviously, I cannot know all things about your board from such a short exposure to your description of it. My response comes from finding that boards rarely have any difficulty solving an issue like this if the board's sense of governance is clear. My best wishes to your board in dealing with the fundamental governance roots of the difficulty. □

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*All offerings are conducted by John and Miriam Carver.*

## Governance

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heartily agree that board members need to be engaged with what they are doing and provide real leadership, not just box-ticking compliance checking. But where, oh, where, is the future thinking in this book? For it seems to me that the mental map from which the book derives is completely stuck in ancient history.

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It seems to me that the mental map from which the book derives is completely stuck in ancient history.

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The authors' basic thesis is that there has been "*no substantial reconceptualization of nonprofit governance*" (my italics), and although the world has been advancing through new theories of leadership and organization, the board has been left behind. Therefore, professional nonprofit executives are providing ever more powerful leadership, and in fact, "a substantial portion of the governance portfolio has moved to the executive suite." The authors say that there is "no intellectual ferment that reconsiders trusteeship in light of new knowledge about leadership and organizations." [emphasis added]

How extraordinary that the authors would choose to completely fail to acknowledge John Carver's work in reconceptualizing nonprofit governance—work that has been in the public domain for more than fifteen years; work that has led to more publishing and more practice than produced by any other nonprofit governance thinker ever; work that has been hailed by Sir Adrian Cadbury, the grandfather of all the current plethora of governance codes, as "as near a universal theory of governance as we at present have."<sup>2</sup> How extraordinary that the authors would look to management thinking and

trustee satisfaction surveys to find board purpose rather than starting, as John Carver did, from first principles about what a board is for.

How extraordinary that, adding insult to injury, the authors would even go so far as to give the appearance of criticizing Carver's work without even so much as listing him in the reference section: "We do not advance here more precise delineations of the relative power and exclusive provinces of boards and executives. Countless efforts to do so have yielded either no fruit or bitter fruit because attempts to redistribute formal authority between the board and CEO usually precipitate a zero-sum stalemate" or "Governing is too complicated to reduce to simple aphorisms, however seductive, like 'boards set policies which administrators implement' or 'boards establish ends and management determines means.'"

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"Boards establish ends and management determines means." This is an erroneous representation of Policy Governance but a common one among people who have not actually studied the model.

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The authors do not actually specify Policy Governance by name, but it is hard to believe that they could be ignorant of the existence of Policy Governance or referring to anything else. Certainly, as someone who constantly scans governance literature, I am unaware of any other approach that has been—albeit completely incorrectly—characterized as "boards establishes ends and management determines means." This is an erroneous representation of Policy Governance but a common one among people who have not actually studied

the model. Policy Governance boards in fact establish ends and means limitations policies, thereby determining both ends and operational means from a governing perspective. Policy Governance boards also establish all means that relate to governance itself.

As governance theory goes, this book is a very poor offering. To say that "governance and leadership have not been linked before," to fail to separate ownership from other forms of stakeholding, to fail to clearly assert the board's ultimate leadership in every sphere of governance, to educate us not one whit about how boards can delegate effectively yet accountably, to fail to provide any comprehensive but practical means for taking the board's "meaning making" into the life of the organization, and then to frame the resulting work as the future of governance is nothing short of a travesty.

The reason why the Policy Governance approach has been used by boards for so long in North America and why its use is continuing to expand and grow well beyond is because boards understand that creating ends requires "generative" thinking and bringing the outside world in, and they don't want to spend all their days engaged in bean-counting. What a sad waste that these hopeful authors of the future don't see that all they are doing is trying to invent a wheel that has already been invented—long, long ago. The authors talk about the importance of reaching into the past to create future narratives (reminiscent of Betty Sue Flowers's presentation on this topic to the International Policy Governance Association's conference last summer). I so wish they had followed their own advice and had truly taken us forward from here. □

1. BoardSource, "Governance Futures: New Perspectives on Nonprofit Governance," 2002 [<http://www.boardsource.org/LandingPage.asp?ID=151>].
2. Sir Adrian Cadbury, "Foreword," in John Carver and Caroline Oliver, *Corporate Boards That Create Value: Governing Company Performance from the Boardroom* (San Francisco: Jossey-Bass, 2002), p. xiv.

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## Executive Limitations

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board has pretended to make a decision that was actually made by the staff. Consequently, if a board believes that some decisions should not be made by the staff, allowing the staff to make them subject to board approval is only an illusion of direct and independent board control. In Policy Governance, the board has two options: it must either spell out its criteria for the CEO to meet in doing the job, or it must do the job itself, avoiding the attractive trap of doing neither.

If the board has decided that it will not allow the CEO the authority to make this or that decision, the board must regard the making of the decision as part of its own hands-on responsibility. In that case, the board would be wise to establish the mechanism to be used in its doing this part of its job (and the “mechanism” is never the staff!). Making decisions about part of the board’s job is not something for which the CEO is accountable, although the CEO may be called on to provide relevant information. An understanding of this should cause boards to be very cautious about placing operational means decisions completely outside of the CEO’s authority.

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In Policy Governance, the board has two options: it must either spell out its criteria for the CEO to meet in doing the job, or it must do the job itself.

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Returning to the real estate example, what should the board do if it is worried about real estate purchases being made by the CEO? It should do what it does in relation to all delegated means issues: define the aspects that would be unac-

ceptable to it even if effective and allow the CEO to make decisions within those limits. Commonly, a board will find that it is concerned that an unnecessary real estate purchase may be made or that the price could deviate from fair market value or that the purchase could mire the organization in lengthy environmental impact problems or that there would be conflict of interest in the transaction or that the price is simply more than the organization can afford. Boards that identify these worries are often relieved to note that most, if not all, have already been addressed in existing executive limitations policies, all of which impart further definition to the board’s prohibition against imprudent decision making. If the board finds that it has a worry not sufficiently covered by that existing policy, it can add policy language that more tightly specifies boundaries on CEO authority over real estate transactions.

But assume that a board continues to prohibit its CEO from making real estate purchases, yet the CEO sees a need for real estate to be purchased. What should he or she do? The CEO has a choice. The first option is to ask the board to consider amending the policy so that he or she can proceed to run the organization, albeit within newly expanded policy parameters. The second option is to alert the board that the operational means job that the board said it would do itself (rather than delegate) now needs to be done. The board must then either do the job it held to itself or replace the absolute prohibition with a limited prohibition afforded by the executive limitations format—the effect of which is to delegate the job to the CEO.

The peculiar Policy Governance approach to board control of operational means is designed to fulfill simultaneously the board’s need to control and to empower staff, to maintain unambiguous role clarity, to obviate wasteful board duplication of staff skills, and to free the board for elements of proper owner representation that only it can do. Precise use of executive limitations is indispensable to governance excellence. □

## BOARD LEADERSHIP

POLICY GOVERNANCE IN ACTION  
JOHN CARVER AND MIRIAM CARVER,  
Executive Coeditors

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*To Create a New Standard of  
Excellence in Governance*

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JOHN CARVER, PH.D., is widely regarded as the world’s most provocative authority on the governing board role. His Policy Governance® model has been called the only existing theory of governance. Miriam Carver is a consultant, author, and authoritative source on the Policy Governance model.

Dr. Carver is author of *Boards That Make a Difference* (1990, 1997, 2006), *John Carver on Board Leadership* (2002), the audio program *Empowering Boards for Leadership* (1992), the video program *John Carver on Board Governance* (1993), and co-author with Caroline Oliver of *Corporate Boards That Create Value* (2002). Miriam Carver is co-author with Bill Charney of *The Board Member’s Playbook* (2004). Dr. and Mrs. Carver together co-authored *A New Vision of Board Leadership* (1994), *Reinventing Your Board* (1997, 2006), and the *CarverGuide Series on Effective Board Governance* (1999). They have both authored numerous articles.

Both Carvers consult widely for nonprofit, governmental, and equity corporate organizations in Asia, Europe, and North America. Together, in the Policy Governance Academy, they teach advanced Policy Governance theory and practice to consultants and other leaders.

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