

# 10 Things I Wish I'd Known About Governance

BY MARK O. THORSBY, CAE

**D**uring my 35-year career, I've managed dozens of volunteer organizations, worked with thousands of people who have served on governing boards, and served on two dozen boards myself. If you're new to board service, here are some of the things I wish I knew before I began this journey 35 years ago.

## 1. What you think doesn't matter.

The only thing that matters is what the board thinks. Sure, my thoughts on a particular issue before the board are important in our deliberations. But the only thing that really matters is what the board, as a team, decides. When I am asked questions about my position on the issue, my answer is

**4. What counts can't always be counted.** What can be counted doesn't always count. Boards constantly seek new ways to determine if our association is successful under our leadership. Too often, we resort to counting meaningless numbers only because they are easy to count. The most frequently counted meaningless number? Membership size.

**5. The auditors and legal counsel report to the board, not the chief staff officer.** It's not that we don't trust our chief staff officer. Our auditors and legal counsel protect him or her as much they do the board and the association. But insist on the proper reporting relationship.

**6. Understand the board governance culture, even before understanding the finances!** The success or failure of the governing board is often determined by the beliefs, values, and principles shared by the board members. Know what the board governance culture is; you'll see it during your first board meeting. Be responsible for ensuring that your board has a healthy culture, one that contributes to making good decisions.

**7. It's your job to challenge the chief staff officer.** OK, perhaps *challenge* is too strong a word. But it's important that the relationship between the governing board and chief staff officer is one where vigorous debate can take place to make sure the association is responsive and relevant to its members.

Because each of us has a different perspective on what the needs of our members are, we must be able to share differing views, with the object being a shared vision—not yours or mine, but ours.

**8. Focus on what only the governing board can do and let others do to the rest.** The governing board can't be involved in everything. So focus on things that only the board can do: establishing goals, setting limits on decision makers, allocating financial resources, hiring the chief staff officer, and evaluating our performance as a board. If someone else can do it, let them do it. After all, we all have full-time jobs!

**9. Set performance expectations for the chief staff officer and hold him or her accountable.** My best governing board experiences have been when the board sets clear expectations of the chief staff officer and holds him or her accountable for meeting them. It is worth the time to work with the chief staff officer in establishing those expectations to ensure they are relevant and reasonable.

**10. Know when serving on a particular governing board isn't for you.** I've resigned a few times when I've discovered I was not making a contribution or was more of a detriment than an asset. That's OK. The problem wasn't that the board or staff was doing something wrong, just that the board governance culture wasn't quite what I thought it should be. You are a volunteer working with volunteers. If you're not having fun and making a positive contribution, maybe it's time to step aside and let someone else run with the baton.

*Mark O. Thorsby, CAE, is vice president, consulting services, at SmithBucklin in Chicago. Email: mthorsby@smithbucklin.com*

***If we don't run our association like a business, we won't be in business.***

the same as the board's, regardless of my opinion.

**2. Nonprofit is a tax term, not a business objective.** Revenue exceeding expenses does not take away from the purpose of an association. We cannot pursue our missions and provide value to our members at the expense of good business judgment. If we don't run our association like a business, we won't be in business.

**3. You don't have to know everything.** A consultant once told me that if I knew everything going on in my association, one of two things were true: There wasn't much going on in my association, or there wasn't much going on in my life. It is OK to tell a member "I don't know" when they ask you a question.