

## **CCMB Board Governance Model Guiding Document**

This document is intended to be a supplement to the Guidelines for Good Governance Practices (G3P) included in the Resources section of the CancerCare Manitoba (CCMB) Board SharePoint site to provide more detailed information regarding the Carver model of “Policy Governance”.

Although there are many different Board Governance models in use in Canada, the one that has become popular for use by most Boards is the Carver model of “Policy Governance”. The reason for its popularity is probably based on the comprehensiveness of the model and the clear delineation of the Board’s responsibilities as compared to those of the staff and employees of the organization. The model clearly and unequivocally states where the Board should be involved in the organization, to whom the Board is responsible and the extent of the freedom assigned to its one employee – the CEO of the organization.

A brief summary of the Carver model is provided for your review. Although the CCMB Board has not specifically adopted this model, its work is very similar to that advocated by the Carver model.

There are three job contributions which are the unique responsibilities of the governing body and cannot be delegated:

1. The Board is the organization’s linkage to the ownership – the Board acts as a trustee for those who own the organization, in this case the people of Manitoba.
2. The Board is responsible for: developing explicit governing policies; the fiduciary responsibility of guarding against undue risk; determining program priorities; and generally directing organization activities. The Board can be accountable and not directly responsible for these obligations by setting policies that will guide them.
3. The Board is responsible for executive performance – the Board is obliged to ensure that the staff faithfully serves the Board’s policies. The CEO is responsible to ensure that these expectations are met and, if they are not met, then the Board itself is culpable.

“The Board bears the full amount of cumulative responsibility, bearing more cumulative responsibility than the CEO because the Board is responsible for itself, the CEO and the entire organization”. It is not a hands-off model but rather a deliberate identification of what the Board has responsibility for and what is delegated to the CEO and hence to the staff.

In order for the Board to be productive, the individual Board member must be prepared to participate fully in the group’s (i.e., the Board’s) tasks. Some suggestions to succeed as a Board member are:

1. Be prepared to participate responsibly. Come prepared, come prepared to work, sometimes to listen, agree and disagree as your values dictate, to accept the group’s

decisions as legitimate, even if in your opinion they are not correct. It is not acceptable to have opinions and not to voice them.

2. Remember your identity is with the ownership, not the staff. It is inviting to participate with the staff as you will be more in conversation with them than with the ownership. Using the staff's abbreviations and short-hand language is a sign that you may have become too involved with the staff perspective. Be a microcosm of the ownership and not a shadow of the staff.
3. Represent the ownership, not a single constituency. Although you may come from a specific constituency, you are responsible for the complete ownership. You need to represent more people than your specific constituency. Not all constituencies can be represented and so the Board members must rise above the individual constituencies to speak for all of the constituencies.
4. Be responsible for group behaviour and productivity. Work not only as an individual Board member but also as a member of the group. The effectiveness of the Board is dependent on all of the Board members. If the Board is involved in administration or breaks its own rules, then all are culpable.
5. Be a proactive Board member. You are not there only to hear reports but also to make governance decisions. Reports are important but it should not be the sum total of the Board activities.
6. Honour divergent opinions without being intimidated by them. Provide honest opinions and encourage others to do the same. Do not allow anyone's voice or opinions to be submerged by those who are louder or more authoritarian.
7. Use your special expertise to inform your colleagues' wisdom, but never allow your expertise to substitute for the Board's wisdom and decision-making responsibility.
8. Orient to the whole, not the parts. Keep focused on the big picture instead of the area of the organization with which you are most comfortable or familiar. You may be requested to act as a volunteer consultant to the CEO based on your specific expertise, but in that case, leave the Board member hat at home.
9. Think upward and outward more than downward and inward. There is a temptation to focus on what the staff is doing rather than on the difference that the organization is making in the larger world. The latter task is the responsibility of the Board.
10. Tolerate issues that cannot be quickly settled. Many matters that the Board must deal with cannot be resolved in a few meetings. If you cannot deal with the lack of closure on issues, then the position of Board member may not be for you.
11. Don't tolerate putting off the big issues forever – not making a decision when appropriate time has been spent in data collection, discussion and debate is making a decision by

default. Big decisions do need to be made in a deliberate manner. They are too important to be made by the timid action of not making them.

12. Support the Board's final choice. You do not need to agree and you can maintain the integrity of your dissent even after the vote, but you must support the legitimacy of the Board's decision. You must support that the CEO must follow the formal Board decision, not yours.
13. Don't mistake form for substance – don't confuse a finance committee for sound finances, a public relations committee for good public relations, etc. Procedures do not take the place of substantive work and defined outcomes.
14. Obsess about ends – talk to staff, colleague Board members and the public about the benefits, beneficiaries and the costs of the benefits at all times. Ask questions, consider options and remember your responsibility as a Board member to the larger constituency.
15. Don't expect agendas to be built on your interests. The Board agenda is the product of a careful crafting of the Board's job, not a list of special interests of the Board members.
16. The organization is not there for you. The Board is responsible to act faithfully on behalf of the ownership, so that the organization accomplishes its mission.
17. Maintain the integrity of the Board's policies. The CEO performance evaluation must be based on the Board's identified criteria. Individual opinions about the criteria must be discussed before or after the performance review.
18. Support the Chair in Board discipline. Although all Board members are responsible for their own discipline individually and as a whole, the Chair does have a special role in confronting the group's process when it is not meeting expectations.

In summary, the Board has a unique and important role to play in the success of the organization's accomplishment of its mission and strategic directions. The challenges in maintaining a clear delineation of governance versus administration are not as daunting as they sometimes seem. However, not to be aware of the potential crossover from policy governance to management by the Board is to be naïve. The Board that succeeds in accomplishing the organization's mandate for the broad ownership is a mature and effective Board. Welcome Aboard!