



Leading and Managing Governance Change



This case study zeroes in on how to transform a nonprofit board.

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Sometimes the only way for a board to strengthen its governing capacity in a meaningful way is to transform itself. That was the case with the Miami Lighthouse for the Blind & Visually Impaired.¹ Many of its board members weren't clear about their governing role, and the board was under-involved in key decision-making processes such as strategic planning, often functioning primarily as an audience for finished staff work.

The Lighthouse board chair, other officers, and the CEO realized the board needed a comprehensive governance redesign. They knew they couldn't make the far-reaching changes necessary if they merely had a consultant come up with recommendations. Attempts to drive change from outside are notoriously ineffective, quickly succumbing to resistance from those who feel scant ownership of the proposed changes.

Instead, rather than relying on the high-risk, outsider-driven approach, the organization created a Governance Task Force consisting of the CEO and six board members to identify needed changes in the board's governing processes and structure. Although task force members did employ a consultant, they made it clear that they were the drivers of their board's change, with the consultant serving as their advisor and facilitator. The consultant's fee and travel expenses were covered by a grant from

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the board chair as a sign of his strong commitment to board capacity building.

Five Keys to Successful Change

The task force's success was largely due to five factors:

1. The board chair was an enthusiastic supporter of the task force's work.
2. The task-force chair was an active, respected board member.
3. The task force used a rigorous methodology to carry out its charge, lending credibility to its recommendations. It was clear that the task force hadn't rushed to judgment or advocated pet, preconceived solutions.
4. The CEO played an active change-agent role from beginning to end: taking the lead in finding the consultant, developing the task-force charge, working hand-in-hand with the task force chair and consultant to develop agendas, exercising rigorous quality control in reviewing materials for meetings, and serving as liaison between the consultant and leadership team.
5. The task force chair took the lead – with the active participation of task force members – in presenting their recommendations at the

board meeting: peers presenting to peers, rather than an outside consultant attempting to sell the board on change.

The Guiding Definition of Governing

The foundation stone for the task-force effort was a definition of governing: to play the leading role (working closely with the board chair, CEO, and senior leadership team) in continuously answering three preeminent questions:

- (1) Where should the organization be headed – and what should it become – over the long run in terms of customers/clients, programs, services and products, finances, and organizational structure?
- (2) What should the organization be now and in the near term?
- (3) How is the organization performing – financially, administratively, and programmatically (with special attention to client satisfaction)?

At a special board meeting, the task force presented — and the board overwhelmingly supported — its Action Report, consisting of several concrete action steps focused on helping the board fulfill its governing mission. These steps included creating a new standing-committee structure, adopting guidelines to ensure the effectiveness of those committees, setting board performance targets, upgrading the CEO evaluation process, adopting a board “governing mission” that pinpoints board

members' duties, and revising the organization's bylaws to reflect these changes.

The aim of all these steps is to transform the board into a higher-impact governing body. A high-impact board is characterized by the following:

(1) Board members creatively and proactively lead the organization.

(2) The organization capitalizes on the board as a precious resource, taking full advantage of board members' knowledge, experience, and diverse perspectives.

(3) Board members address the chief strategic and operational issues facing the organization.

(4) The board makes a significant difference in the organization's affairs.

(5) Board members spend time monitoring their own performance and nurturing a partnership with the CEO.

Today, after implementing this comprehensive redesign, the Lighthouse board provides strong leadership within the framework of a clear, detailed governing mission. The board's governing work is much more focused and efficient. There is no question that engaging a task force of senior board members as change champions made a significant difference, especially in legitimizing the recommendations.

How You Can Put these Lessons to Work

Using this case study as an example, here are keys you can use to transform your board:

1. To activate meaningful change, create a governance task force made up of the CEO and selected board members. Be sure this task force is supported by the organization's top leaders and that it takes advantage of advances in the field of nonprofit governance and the improvement efforts of other nonprofits around the country. Its goal should be developing action steps that are clear and specific.

2. Form standing committees

that correspond to the board's main governing functions. These functions include: board operations; planning and program development; performance oversight; external relations/resource development; and audit.²

3. Adopt a set of standing-committee guidelines to ensure committee effectiveness. (For example: Every board member should serve on only one standing committee. Standing committees should be made up only of board members. All matters should come to the full board through the standing committees. The members and chair of each committee should be rotated on a regular basis.)

Take advantage of advances in the field of nonprofit governance.

4. Craft a governing mission statement, setting forth the board's key responsibilities (for instance, "serves as the steward of the organization's values, vision, mission, and resources; monitors performance against clearly defined targets").

5. Be sure the board actively manages and monitors its own performance.

6. Use the board-operations committee to coordinate the other committees and make sure the board functions smoothly. Take care that this committee doesn't act (as the old-time executive committee too often did) as a "petite board" that routinely makes decisions on behalf of the full board.

7. Establish a procedure for the board to evaluate the CEO, meeting with the CEO to agree on a list of expectations, checking that these expectations are met, and helping the CEO overcome obstacles.

8. Pay special attention to the relationship between the CEO and board chair to ensure a healthy, enduring partnership.

9. Engage outside facilitators occasionally to add new perspectives

to your plans. Consider creative ways to pay for such consultants, like having board members signal their commitment by assuming these fees. But be careful not to let the consultant lead your change efforts. The plans won't be carried out unless they're *your* plans.

10. Rather than engage in radical reform, focus on updating your board in the interest of higher-impact governing while retaining practices that work well. ■

Footnotes

¹Established in 1931, the Miami Lighthouse for the Blind & Visually Impaired is the oldest, largest private agency in Florida serving people of all ages who are blind or visually impaired. With 50 employees and a budget of \$4.4 million, the Lighthouse serves nearly 2,000 clients a year, helping them acquire the skills to live independent, rewarding lives.

²See Eadie in "Resources."

Resources

Brinckerhoff, Peter, "How to Choose and Work with a Consultant," *Nonprofit World*, Vol. 10, No. 2.

Contente, William, "Reviewing the CEO: A Guide for Nonprofit Boards," *Nonprofit World*, Vol. 20, No. 6.

Eadie, Doug, "Can Standing Committees Contribute to High-Impact Governing?," *Nonprofit World*, Vol. 25, No. 2.

Swanson, Andrew, "A Board Member Self-Assessment," *Nonprofit World*, Vol. 15, No. 6.

These resources are available at www.snpo.org/members. Also see Learning Institute programs online: Board Governance (www.snpo.org/li).

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