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# THE THEORY AND PRACTICE OF BOARD GOVERNANCE

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As a Consultant to independent and international schools worldwide, I am privy to many conversations onsite working for clients and on various networks about governance theories and ideologies. One size does not fit all, and one approach does not work well in all situations.

Some of the world's finest schools focus heavily on "generative (strategic)" governance or "policy" governance and fall into a trap: forgetting the basics of healthy board governance, i.e., building healthy boards and keeping them that way. Generative thinking is described as higher order governance that focuses upon strategic "blue sky" questions. Policy governance is a term for the board knowing its appropriate role and not intruding upon management's role. Both theories have their proven merits but they may minimize the core governance principles that constitute the foundation of strong boards and schools.

The following examples describe prominent schools with strong leadership in place. Yet even these Schools have struggled with the basic rules of board governance.

One international School Board determined that it would be wise for the Nominating Committee to assemble a slate for the parent-elected positions on the Board even though it was worried that some of the Committee's screening might leak out. The Nominating Committee, however, did not share the proposed slate with either the Head or the Chair Elect. Without obtaining the Head and Chair Elect's approval, the Committee even asked the individuals if they would be willing to serve if elected at the AGM (Annual General Meeting). The Nominating Committee also instructed a Staff Member who sits on the Nominating Committee not to tell anyone about the names on the slate. When the Head and Chair-elect did learn about the names at the last minute, they were concerned about the appropriateness of the choices.

How did the good idea of a slate that a board nominating committee assembles go wrong? First, the board chair and head ALWAYS sit on the nominating committee (COT for US Schools). Second, it is not appropriate for a staff member who interacts with parents on a daily basis to sit on this key and highly sensitive board committee. Finally the nominating and governance committee should be one and the same and that is not the case at this School. It does not make sense to have a nominating



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committee that recommends board members and a separate

governance committee that trains and if necessary disciplines them. In fact this School also has a policy committee and the Board should merge that into ONE governance or nominating committee.

In another example, at one workshop with board members of multiple schools in attendance, I asked the question: "How do you handle a parent/friend complaint about the math program when YOU are a parent board member?" One Board Member said, "It depends because I may share that concern about the math program." Another Board Member answered, "I had exactly the same question asked of me recently. I explained that this topic was not a strategic issue for the Board but an operational issue and not within my realm. The parent got mad and hung up." While this Board Member may have offended a good friend her answer was the correct one. All in this group of Board members believe that their respective Boards are highly sophisticated and engaged in generative thinking. I reminded them not to forget the basics.

Hitting a home run, or actually rising to the level of more strategic thinking is preceded by building and maintaining a healthy board structure, membership and dynamic, i.e., getting to first base. WHEN the basics are in place and constantly reinforced THEN strategic thinking CAN take place and be effective. Boards need refreshers on governance even when they think that they do not need it.