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Board governance: Who's in charge?



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One of the mysteries of life is why do otherwise reasonable and smart people leave their thinking caps at the door when they enter a not-for-profit organization's board meeting?

It's always been curious to me that seemingly smart people, people who have worked in major corporations and clearly know the difference between appropriate and inappropriate choices, tend to treat the NGO as a child who needs parental advice and not as a successful, contributing member of the community. The recent incident at Camillus House brought all of this to mind.

The success of an organization, whether for-profit or not-for profit, rests on the balance of good governance and stewardship coupled with strong leadership. The role of the board is to provide the stewardship and governance; the role of staff is to provide the operational acumen to serve the mission and vision of the organization.

It is incumbent upon the staff to provide quality customer service to the intended recipient of the service and to manage according to best practices. It is not the role of staff to answer to the whims and special interests of the chair of the board, but rather to the standards set by the board as a whole. It is the full board that bears the fiduciary responsibility; that is the primary role of the board.

When the full board abdicates its responsibility to the chair alone, the risk of abuse is multiplied. To whom does the CEO report? And what becomes of the board leadership if the chair abruptly leaves or resigns? The strength is in the whole of the board, not its parts.

The real conundrum occurs when the well-meaning and generous chair holds up his or her past support and continued generosity as a cudgel, wielding great power because that is what they used to do within their own corporate environment. It is hard to ask smart, committed people to leave their operational experiences at the door and to focus on their stewardship and fiduciary responsibilities. There is a very fine line between providing input and counsel and actually entering into the day-to-day operation.

The board should not be a part of the day-to-day decision-making unless specifically asked to do so.

When a CEO acts irresponsibly there should be a specified process to deal with the issue, not an Alice-in-Wonderland, "off with her head" response orchestrated by one board member. If there are financial questions the board should call for a forensic audit; not just for the good of the organization but for the good of the community and individuals who support the cause.

If there is unrest at the staff level the board has a responsibility to determine the cause in a clear and concise manner; not in a knee-jerk reaction to personality conflicts. That's why it's important for the organization to have up-to-date personnel and board policies to address these types of issues.

The success of a community organization rests with a good balance of power and responsibility between the board and the senior staff. When that balance is out of whack the organization suffers and the people it serves suffer. Many organizations deal with the most fragile in our community. We owe them a more responsible approach to managing community resources.

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Mark Richard Robinson

Yes, I agree with this article to the fullest. I was one of those individuals who was abruptly terminated due to a few staff bending the ear of some Board members who took their side, without checking all the facts. I have moved on but it was hard to take after serving many years with this organization.

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