

Questionnaire: What Kind of Board Are We – and Should We Be?

Read the five board “types” then select one box (0 to 10) from the column “where is our board today?” and one box (0 to 10) from “where should our board be?”

	Description of Board	Where is our Board today?	Where should our Board be?
0	<p>“Advisory” Board (<i>Management theory of governance - 200,000 foot level</i>)</p> <ul style="list-style-type: none"> Board delegates (intentionally or ad hoc) almost all decisions to Management, including strategy and accountability Small board, few meetings, few or no committees Management sets Board and Committee agendas, meeting timing, minutes, materials (often late, walked in or incomplete) Board never votes down Management recommendations, almost never asks any challenging questions 	<input type="checkbox"/>	<input type="checkbox"/>
1	↓	<input type="checkbox"/>	<input type="checkbox"/>
2	<p>“Collaborative” Board (<i>Stewardship theory of governance - 100,000 foot level</i>)</p> <ul style="list-style-type: none"> Board and Management collectively provide strategic leadership and stewardship to the corporation: no bright line Board’s main role is to support, advise and assist Management: board members invited to get involved in aspects of business Moderately sized board, few meetings, few committees Chair and other board members meet with CEO between board meetings 	<input type="checkbox"/>	<input type="checkbox"/>
3	↓	<input type="checkbox"/>	<input type="checkbox"/>
4	↓	<input type="checkbox"/>	<input type="checkbox"/>
5	<p>“Governance” Board (<i>Reform or Agency Plus[®] theory of governance - 30,000 foot level</i>)</p> <ul style="list-style-type: none"> “Bright line” between the board’s roles and management’s: Board actively fulfils governance (agency) responsibilities: setting strategic direction, hiring CEO, delegating authority, audit and control, performance accountability, reporting and disclosure Management is delegated full authority for operational decisions, transactions, line items on budget Board and Committees (typically 3: Audit, HR/Comp, Governance/Nominating) focus on oversight, policy and results 	<input type="checkbox"/>	<input type="checkbox"/>
6	↓	<input type="checkbox"/>	<input type="checkbox"/>
7	<p>“Intervening” Board (<i>Democratic theory of governance - variable foot level</i>)</p> <ul style="list-style-type: none"> Board appointed/elected by, and tends to act in interests of shareholder/owner(s); often lacking financial and industry experience Board/Committees choose to “intervene” in some operational issues of greatest interest to owners, e.g. approvals, staffing CEO/ED is not a board member and is often excluded from Board deliberations on sensitive questions 	<input type="checkbox"/>	<input type="checkbox"/>
8	↓	<input type="checkbox"/>	<input type="checkbox"/>
9	↓	<input type="checkbox"/>	<input type="checkbox"/>
10	<p>“Operating” Board (<i>Stakeholder theory of governance - 100 foot level</i>)</p> <ul style="list-style-type: none"> Representative board appointed/elected by, and tends to act in interests of diverse constituents/stakeholders Larger board, more frequent and longer meetings, more committees, often an Executive Committee Board and Committees typically deal with transaction approvals, HR, marketing, day-to-day, program, project and operational matters, questioning Management almost all the time Board spends most of its time on where the organization is headed, very little on results and accountability 	<input type="checkbox"/>	<input type="checkbox"/>