

SEVEN KEYS TO SUCCESS IN GOVERNANCE REVIEW AND CHANGE

GOVERNANCE IS ABOUT 'WHO GETS TO MAKE DECISIONS ABOUT WHAT' AND HOW THE OVERALL DIRECTION OF THE ORGANIZATION IS SET AND CONTROLLED. WHAT MAKES IT POSSIBLE TO EFFECT GOVERNANCE CHANGES? WHY DO SOME ORGANIZATIONS SUCCEED WHILE OTHERS NEVER EVEN LEAVE THE STARTING GATE? FROM MY EXPERIENCE, RESEARCH AND CONSULTING, I BELIEVE THAT THERE ARE CRITICAL FACTORS THAT, WHEN THEY ARE IN PLACE, HELP AN ORGANIZATION CONDUCT A GOVERNANCE REVIEW, PROPOSE SIGNIFICANT CHANGES IF REQUIRED, AND TO TRANSITION WELL. WHAT FOLLOWS ARE SEVEN KEYS TO SUCCESS BASED ON THOSE FACTORS.

TEXT LYN MCDONELL, CAE, C. DIR.



1. Build organizational spirit

to withstand the disturbance of the status quo, nurture and strengthen bonds of trust across the membership, its chapters and geographies. Connections create resilience.

and defend a comfortable, or at least a predictable, status quo. This is a case of 'dig the well before you're thirsty'. You can't manufacture trust overnight. So if you want to make governance changes, be aware that trust across an organization is requisite and trust builds on shared experiences.

The case for governance review must come from people who are trusted, who have earned their stripes and who know of what they speak

When people from different parts of the association greet each other like old friends, debate ideas at lunch, and josh each other in the hallways, those same bonds help everyone make big changes together. On the other hand, the phrase 'divide and conquer' contains much truth. Organizational silos often resist change

2. Recruit champions for change

The Board must be 100% behind the merits of any governance review. The Board must then select and appoint a respected and dedicated leadership team with the candour, integrity and courage to open up



Lyn McDonnell

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these questions. The case for governance review must come from people who are trusted, who have earned their stripes and who know of what they speak. In the case of one organization that made governance changes successfully, its governance task force included the Board chair, someone with a legal perspective, individuals with analytical and strategic skills, a staff

perspective, and grassroots leaders. Key leaders across the association should be tapped.

3. Make the case for change

Expect many people to say: *'it ain't broke, so why fix it?'* This is a common challenge: organizational changes are often based on factors, internal and external, that few in the organization fully appreciate from their standpoint. Therefore the case for change must be accurate, credible and persuasive. It helps a lot if you can link improved governance to addressing a clearly-defined business problem.

In the case of several organizations that transitioned successfully, the reasons for change were about increasing the organization's effectiveness towards its mission (changes offered more clarity and focus of volunteer and staff roles), following-through an accepted and valued principle (ensuring members elected the national Board), or re-casting the Board to support its newly-defined role in risk management and strategic thinking. Just make sure the reason for change is not a long litany of what's not working but is motivating. It's about building a better organization to be more effective toward its mission.

4. Develop a working concept

Develop, as early in the process as possible, a working idea of the governance change. Since the question is *'change to what?'* it can create greater upset to make only the case for governance change without sharing some idea of what that change might look like. Communicate the guidelines you have in mind, the framework you're starting with, or a direction for the change. Otherwise what your task force believes is getting everyone's *'buy-in'* to the need for change may appear to the average member

as indecisiveness or lack of leadership. In one successful transition, a *'straw man'* or rough picture of what governance reform might look like was developed. Everyone was told it could be critiqued and improved. It was. Although some people called it a *'fait accompli'*, they had something concrete to discuss, and the final recommendations did contain adaptations made along the way.

5. Ensure both two-way communication and transparency

There are always new people joining the discussion. Over-communicate and repeat basic messages and information. Make use of newsletters, special reports, and face-to-face meetings. Tell people how they can give input, get involved, and learn more. List questions and answer them - before they are asked. Then publish this Q&A. Since we look at organizational changes through a very personal lens (*'how does it affect me?'*), inform those individuals affected by the proposed change as gently and/or plainly as needed according to the emotional environment. At all times, stress the case for change and its relationship to business goals. Successful associations not only plan the communication process carefully, they take advantage of unexpected opportunities to share with members why their associations are hoping to move forward with governance changes.

Avoid closed doors! Candour is about being frank and sharing in a matter-of-fact and respectful way what the organization is considering. In the case of one organization, which eventually met fierce opposition to any governance change, there developed a sense that the meetings of the governance review task force were behind *'closed doors'*. Everything the group produced or reviewed was stamped *'confiden-*

EXAMPLES OF GOVERNANCE CHANGES

- + Changing voting rights
- + Reducing the number of people on a Board (expansion is typically not contentious)
- + Changing the culture of a representational Board so members govern and speak for the whole
- + Creating more engagement with, and accountability to, members
- + Creating a new norm that Board members attend meetings without staff from their home units for information and support
- + Eliminating quasi-governance groups
- + Moving to a new governance model
- + Clarifying accountabilities between professional staff and committees
- + Changing role and relationships of operational committees that formerly reported to the Board
- + Eliminating Board positions
- + Reducing or lengthening meeting durations
- + Radically changing the agenda of the Board

tial'. Related Board policy documents were held for release and also marked confidential 'until other questions were settled'. The rumour mill went crazy. By the time the group had something to share, emotions were high and pre-set opinions trumped genuine dialogue. Better to throw open the doors, and be open. If people express interest or concern, that's great! Find a way for them to contribute.

6. Expect and work through dissent

If we expect and prepare for conflict, we can provide for it to be aired constructively

in ways that do not risk the entire project being scuttled. One organization changing its bylaws at a Special General Meeting knew there was strong opposition ready to speak out against the new terms. After the motion encompassing all changes was tabled, the Chair called for a suspension of

as response to dysfunctional situations or a turnover in the Board and new members' views of what is governance.

A Board has to decide the timing of a governance review. Wise Boards pace change mindful of all that is going on. If

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the meeting. Delegates were then allowed an opportunity for debate and any last-minute questions and answers before their votes were cast. In small groups, opponents shared concerns and people asked questions. Champions of the change spoke to why they believed the change was necessary. An hour later, the plenary reconvened. The Chair addressed the top issues that had been reported from all groups, giving the Board's viewpoint. Then he asked each delegate to make his or her decision, to vote. The governance changes passed in a single motion with an overwhelming majority.

7. Time it, pace it and maintain momentum

There are certain occasions in the course of an organization's history when the organization will open its governance system to question successfully. These occasions may be prompted by external pressures such as new regulations and a change in the role of the organization. Or there may be internal issues that prompt the review such

your Board makes a decision to go forward, try to accomplish the project with some dispatch while allowing appropriate input, proper consultation, and sufficient deadlines for response. Maintain momentum while remaining open and responsive. Otherwise, fatigue may set in and even a small faction opposing change can make for a tense political climate. You now need to get on the other side of the change to stabilize the organization. If the governance review takes too long, your Board may be beating a retreat.

Lyn McDonell, CAE, has the C. Dir. designation in governance and works as a consultant and facilitator with nonprofit Boards. Lyn is Senior Consultant with Leader Quest, Inc. amongst other affiliations and a part-time instructor at Humber College. Lyn is a former CEO and COO. Lyn's work at the Canadian Diabetes Association helped it earn the Conference Board of Canada/Spencer Stuart National Award in Governance in 2005. Lyn can be reached at lyn@jobexperts.com.