Speaking with one voice

Resources: PolicyGovernance.com; Carver Guide Series on Effective Board Governance

Principles of Policy Governance. The Board Speaks with One Voice or Not at All - A board is a corporate entity entrusted by its owners with the authority to govern and lead the organization. If the board is to lead, then on each given issue, it must speak with a single voice. The strength of this voice arises from the diversity of viewpoints and intentions its members bring to the board, as well as from the way the board focuses this multiplicity into unity. This one-voice principle doesn't require or imply unanimity. On the contrary, the board must embrace all the diversity it can on behalf of the ownership. Differences among trustees are not only respected, but encouraged. Rarely will a vote be unanimous. Those board members who lose a vote, however, must accept that the board has spoken and that its decision is now to be implemented. The board should not present conflicting messages to its ownership or its staff.

The board's own Means are defined in accordance with the roles of the board, its members, the chair and other officers, and any committees the board may need to help it accomplish its job. This includes the necessity to "speak with one voice". Dissent is expressed during the discussion preceding a vote. Once taken, the board's decisions may subsequently be changed, but are never to be undermined. The board's expectations for itself also set out self-imposed rules regarding the delegation of authority to the staff and the method by which board-stated criteria will be used for evaluation. Policy Governance boards delegate with care. There is no confusion about who is responsible to the board or for what board expectations they are responsible. Double delegation (for example, to a board committee as well as to the CEO) is eliminated. Furthermore, boards that decide to utilize a CEO function are able to hold this one position exclusively accountable.

How can a board speak with one voice when members disagree? No problem at all. There should be healthy, even passionate disagreement on a board in order for it to presume to be representing diversity in the ownership. So disagreement is a blessing not a blockage. After fair debate, if there are not enough votes to pass a measure, then the board has not spoken. If there are enough votes, the board has spoken. And what is thereby spoken is the "one voice" we have written about. The board should expect its CEO to treat a 5-4 vote exactly the same as a 9-0 vote. It is an irresponsible board that expects the CEO to deal with its inability to reach a decision or to invoke a calculus to handle a split vote.

If a board member dissents and says so publicly, what should a board do? A board member who disagrees with a decision made by the board has every right to do so. Indeed, there would be something wrong with a board that always agreed unanimously with everything. It is usual that important issues are issues about which people disagree. In the Policy Governance board, this disagreement is thoroughly expressed and considered before the final decision is made. This enables everyone to say that the process used was fair, open and inclusive. The board then requires that the dissenting board member who announces his or her dissent also announce that the process used was proper.

What board member behavior can be considered "sabotage"? Although people will define the term in a variety of ways, in Policy Governance it would be sabotage if a single board member tries to "end run" the board. It is not sabotage to disagree with other board members, no matter how passionately. But it is sabotage to attempt to undo what the board has legitimately delegated to the CEO. Such sabotage cannot succeed, however, if the board is doing its job the way it should. That includes the board's protecting staff from individual board members when they snipe at, grill, or otherwise act toward staff as if a dissident board member has the right to set criteria for operational performance individually. So while differences of opinion, values, or points of view among board members should be active and transparent to all, a CEO affected by board members' differences rather than what the board as a body finally decides is a certain sign of poor governance.