



***Creative
Management
Project***



**WORKING WITH A NON-PROFIT BOARD:
TIPS AND TOOLS FOR CULTURAL MANAGERS**

January 2005

TABLE OF CONTENTS

1.0 Introduction	1
2.0 Context	
2.1 The Roles of a Non-Profit Board	2
2.2 Governance versus Management	2
3.0 It's All About the Relationship	
3.1 No Toolkit Can Improve the Relationship	5
3.2 Underlying Principles for Positive Relationships	5
3.3 Importance of the Board-Manager Relationship	5
a) A Special Relationship: The Board Chair and the ED/GM	6
4.0 Challenges and Strategies	
4.1 Clarify Roles	7
4.2 The Two-Person Management Team	9
4.3 Leaders and Followers: Finding the Balance	11
4.4 Trust and Respect	12
4.5 Communication	12
4.6 Disagreements and Outright Conflict	14
4.7 Board and ED/GM Performance Evaluation	15
4.8 Board Composition and Succession	17
a) A Special Case: Founder Succession	20
4.9 Growth and Change	21
4.10 Effective Board Basics	22
a) Focus on Governance	22
b) Constitution and Bylaws	23
c) Board Orientation and Training	24
d) The Board Manual	25
e) Meetings	25
f) Organizational Health and Capacity-Building Programs	26
5.0 Appendices	
5.1 Appendix A: Samples and Tools	27
a) Sample Board Job Descriptions	27
b) Sample ED/GM Job Descriptions	27
c) Board Self-Assessment Tools	28
d) ED/GM Performance Management Tools	29
e) Other Useful Resources	30
5.2 Appendix B: References	32
5.3 Appendix C: Acknowledgements	35

1.0 INTRODUCTION

The Creative Management Project has been a collaborative effort of the Canadian Conference of the Arts, the Cultural Human Resources Council, the Canada Council for the Arts and Canadian Heritage since 2002. The objectives of this project are to foster professional renewal and reinvigoration of experienced cultural managers, and to attract new people into the field of cultural management and administration. *Working with a Non-Profit Board: Tips and Tools for Cultural Managers* has been developed to address some of the challenges identified by the cultural sector under earlier efforts of the Creative Management Project.¹

The relationship between cultural organization Boards and their managers is both fundamental and complex. Given the significant and ongoing changes in the environments in which cultural organizations must survive and thrive, the quality and stability of Board-manager relationships becomes even more salient. This toolkit has been developed to support the efforts of managers in cultural non-profits to work effectively with their Boards.²

Every effort has been made to identify and build on existing research and resources,³ and to hone in on details pertinent to the Board-manager relationship. The information was synthesized and analysed through the lens of my thirty years of experience serving on non-profit Boards, and fifteen years in book publishing and arts management consulting. Twenty senior cultural managers undertook a careful review of an earlier draft of this toolkit, and provided helpful and vivid insights from their many years of experience; their contributions have strengthened this toolkit and are much appreciated.

It is hoped that managers who use this toolkit will find helpful tips and useful resources that bring fresh perspectives or offer new approaches. These tips and tools will be applicable in many contexts although they may not work for everyone, and may need to be further adapted to suit the particular needs of an organization. Some managers with extensive experience in the sector or those who work for large and very complex organizations may find the extensive bibliography a useful resource. Less experienced managers may wish to use this toolkit to address one challenge at a time. This toolkit is not intended to be followed from start to finish, rather managers can use it to seek ideas for specific challenges. Every effort has been made to provide web links to the noted resources, allowing quick access to pertinent tools and other resource materials as needed.

We offer this toolkit as a resource for the broad cultural sector. May the relationships you cultivate with your Boards flourish!

Sibyl Frei

¹ Jocelyn Harvey, *Creative Management in the Arts and Heritage: Sustaining and Renewing Professional Management for the 21st Century: A Proposed Action Plan for Creating Winning Conditions* (Canadian Conference of the Arts & Cultural Human Resources Council, 2003).

² In this toolkit, the term “ED/GM” is intended to include executive directors, general managers, chief operating officers and all other senior non-artistic managers in cultural organizations, and the term “Board” includes Boards of Directors, Trustees, Governors, etc.

³ Far fewer French resources were located, particularly online; experienced francophone managers frequently have to rely on English-only resources to support their management efforts.

2.0 CONTEXT

2.1 The Roles of a Non-Profit Board

The cultural sector has been carefully examining how to survive and thrive in these changing times, and so too has the broader voluntary sector. A cross-Canada study of good practices in the voluntary sector was undertaken by the Panel on Accountability and Governance in the Voluntary Sector (PAGVS; its final report is frequently referred to as the “Broadbent Report”). The report outlined eight key tasks of effective Board stewardship:

- Steering toward the mission and guiding strategic planning.
- Being transparent, including communicating to members, stakeholders and the public and making information available upon request.
- Developing appropriate structures.
- Ensuring the board understands its role and avoids conflicts of interest.
- Maintaining fiscal responsibility.
- Ensuring that an effective management team is in place and overseeing its activities.
- Implementing assessment and control systems.
- Planning for the succession and diversity of the board.¹

François Colbert at École des Hautes Études Commerciales (HEC) orients Board stewardship in the context of the cultural sector, commenting “What is the primary role of a Board of governors in the cultural sector? Given that the artistic sector is a social and educational institution, supported financially by the society as a whole, the primary responsibility of Board members is to ensure that this calling is followed.”² This orientation away from profit and toward artistic, social and educational contributions is central to cultural organizations.

Other helpful ways to describe key roles and responsibilities of the Board can be found in Canadian Sherry Ferronato’s *Fundamentals of Effective Board Involvement* (p. 40), on the Institute On Governance’s website, and on the U.S. BoardSource website (see “Ten Basic Responsibilities of Nonprofit Boards”).

2.2 Governance versus Management

Creative New Zealand defines governance as: “The structures and processes used by a board to fulfil its leadership role by setting direction, policies, priorities, and management performance expectations, and monitoring and ensuring achievement against these in order to exercise its accountability to key stakeholders.”³

According to nonprofits.org, “As a general rule of thumb, it is said that in a nonprofit organization, boards primarily govern and staff primarily manages.”⁴ François Colbert confirms, “... to ensure a harmonious relationship between the Board and the staff, it is essential that the

¹ PAGVS, p. 24.

² Colbert, « Séminaire ... Foire au questions, question 5 ».

³ Creative New Zealand, p. 8.

⁴ nonprofits.org website.

Board leaves the task of day-to-day management the institution to the managers, and that they do not immerse themselves in the daily functions of the organization.”¹ Creative New Zealand goes on to say, “What is needed around the board table is not a team of experts but an expert *team*. An arts board should constantly be wary of becoming an operational committee, rather than a team of governors exercising strategic *oversight* of organisational purpose and performance.”²

The Canadian Museums Association and the Canadian Art Museum Directors Organization, in a recently revised document on the roles and responsibilities of Boards of Trustees, summarized the primary responsibilities of Boards:

- *Purpose* – establishing and implementing the [organization’s] mission.
- *Continuity* – providing continuity for managing and implementing the [organization’s] affairs.
- *Progress* – setting the rate of progress the [organization] takes in reaching its mission and vision.
- *Identity* – securing community support and appreciation for the [organization’s] mission, vision, mandate, beliefs and long-term direction.³

Management responsibilities of the ED/GM have been described as: “program direction, marketing, promotion and public relations, finances, fund raising, administration, and Board support.”⁴ It is important to recognize that the senior professional staff of an organization in many ways is the driver of the organization, working with the Board – usually and ideally on an equal footing – to determine the vision, direction and policies of the organization. EDs/GMs often inform and shape the vision of the organization; Boards then translate the vision into mandate and policy; and EDs/GMs implement those policies.

It can be useful to look at the expectations of each party in the Board-manager relationship. They are clearly detailed in a Muttart Foundation document:

The Executive Director’s Expectations of the Board

The executive director has expectations regarding the board’s activities. For example, s/he may expect the board to:

- Develop policies that govern the direction of the organization.
- Consult with, and advise the executive director, thus giving the benefit of the board’s judgment, expertise, and familiarity with the community.
- Delegate responsibility and authority for management functions to the executive director.
- Refrain from handling management and administrative details.
- Consult with the executive director on matters that the board is considering.
- Make the executive director responsible for supervising all staff.
- Provide support to the executive director in carrying out his/her professional duty.
- Support the executive director in all decisions and actions, consistent with the policies of the board and the standards of the organization.

¹ Colbert, « Séminaire ... Rôles et Responsabilités d’un CA, Pour en savoir plus ».

² Creative New Zealand, p. 70.

³ CMA & CAMDO, p. 4; these responsibilities are further described in the document (pp. 4-5).

⁴ Howe, p. 25.

- Hold the executive director accountable for the performance of the organization.
- Provide timely and appropriate performance appraisals for the executive director.

The Board's Expectations of the Executive Director

The board assigns some of its executive authority and responsibilities to the executive director. As well, the board has certain expectations of the executive director. For example, the board expects the executive director to:

- Serve as the chief executive officer of the organization.
- Manage the day-to-day operations of the organization.
- Serve as a professional advisor to the board.
- Recommend appropriate policy issues for the board's attention.
- Implement all policies adopted by the board.
- Recruit, supervise, and develop competent staff, and release incompetent staff.
- Assist the board in developing and conducting advocacy programs.¹

The cultural sector has an added dimension that must be considered when determining the division of responsibilities: the place of artistic vision in governance and management. The artistic vision in a cultural organization is central to its purpose and, as such, can act as a fulcrum between governance and management or, in actuality, create a triumverate of separate areas of responsibility: artistic vision, governance and management. In many cultural organizations, it is the artistic director who shapes the organization's artistic vision, often assisted by other staff within the organization. The artistic director articulates a vision and develops programming that expresses that vision, taking into consideration the needs of the Board and the community. In these cases, Boards are responsible for setting some limits, such as overall budget, whether to tour, etc.; the vision and programming decisions rest with the artistic director. In other cases, the Board may be more closely involved in developing the organizational vision, yet need significant involvement of the artistic director in order to ensure that the artistic vision is not lost or overshadowed. (See also section 4.2 on the relationship between the artistic director and the ED/GM.)

Nello McDaniel and George Thorn, American performing arts organization consultants who have done considerable work in Canada, argue "that the creative process – the process of making art – is the single most effective planning, problem solving and decision making process available."² They go further, recommending: "that the values, roles, relationships and decision making involved in the creative process should serve as the framework for all functions and relationships within an arts organization."³

¹ Muttart Foundation, pp. 19-20; used with permission.

² McDaniel & Thorn, *Arts Boards: Creating a New Community Equation*, p. 13.

³ Ibid.

3.0 IT'S ALL ABOUT THE RELATIONSHIP

3.1 No Toolkit Can Improve the Relationship

This toolkit has been developed to support and strengthen the relationships of cultural managers with their Boards. These relationships rely on mutual commitment, and a willingness to undertake the work to make improvements; it is the people in these relationships who can make this happen. This toolkit is intended to support their efforts, to be a useful resource, offering alternatives and tools that have proven successful elsewhere. Nonetheless, despite a manager's best efforts, there may be times when outside help is needed to address continuing challenges in that relationship or with particular individuals on the Board.

American scholar Martha Golensky has researched best practices in Board governance and says, "two factors emerged as critical to establishing an effective association between the two halves of the leadership core: 1) the board's perception that the executive's personal attributes and professional abilities are strong enough to cope with any threats to the organization and 2) a shared approach to leadership, both in philosophy and style."¹

3.2 Underlying Principles for Positive Relationships

American Fisher Howe, in his excellent and practical book, *The Nonprofit Leadership Team*, outlined fundamental issues affecting Board – ED/GM relationships in non-profit organizations:²

1. Relationships are built on trust.
2. Trust is built on respect.
3. Trust and respect depend on openness.
4. Boards hate surprises.³
5. Confidentiality needs to be respected.
6. Secrecy and side-talks can be overdone.⁴
7. Partnership problems are solved together.

3.3 Importance of the Board-Manager Relationship

Martha Golensky found that, "To ensure a positive relationship between the board and the CEO, the quality of their interactions appears to be as significant as the more tangible aspects of organizational management."⁵ EDs/GMs need to spend time on their relationship with the full Board, and with individual Board members. Social time for Board members and staff is also important.

¹ Golensky, p. 14.

² List adapted from Howe, pp. 17-18.

³ As do EDs/GMs!

⁴ There are many instances when an ED/GM will need to speak directly with one or more Board members before or after a particular issue is addressed by the full Board, or to obtain supportive advice on operational issues. This is especially the case for sensitive and divisive issues that might consume a lot of Board and organizational resources. While these side-talks can contribute to the effective functioning of the organization, use of them must be approached with caution to avoid creating a climate of secrecy on the Board or within the organization.

⁵ Golensky, p. 14.

Mel Gill at the Canadian Institute On Governance found that one of the keys to success and exemplary practices of non-profits Boards is: “A positive working relationship between the executive director and the board characterized by: mutual respect; intellectual flexibility; willingness to ask and answer tough questions; clear understanding and respect for the boundaries between staff and board; and/or a constructive process for dealing with areas of overlap.”¹

3.3a A Special Relationship: The Board Chair and the ED/GM

“No single relationship in the organization is as important as that between the board and its chief executive officer. Probably no single relationship is as easily misconstrued or has such dire potential consequences. That relationship, well conceived, can set the stage for effective governance and management.”-- John Carver²

In their thought-provoking article, “Are Two Heads Better Than One?”, on the subject of the Chair – ED/GM relationship, David Leighton and Peter Herrndorf, Chair and CEO of the National Arts Centre respectively, offered these highlights:

- The Chairman has a crucial part to play in making the relationship between the Board and the CEO work.
- The relationship between the Chairman and the CEO is arguably the most critical factor in effective governance. It is a relationship fraught with potential for friction and dissent: two experienced, usually highly qualified, individuals, each with his or her own share of ego, public image, drive, goals, personal pressures and perspectives, interrelating frequently on often difficult issues involving strategic decisions, large sums of money and serious public consequences.
- As most Boards function on a consensual rather than a formal vote-taking basis,³ the role of the Chairman calls for superior listening and leadership skills, such as knowing when to terminate or postpone discussion when things get tense. In this sense, the board is a team and the Chairman a coach, blending the knowledge and skills of individual board members so as to arrive at a successful conclusion.⁴

Creative New Zealand’s governance resource guide goes on to recommend, “In many arts organisations, particularly those that are largely working boards, the separation between the board and the chief executive is not as distinct as might be desirable, so it is important that the Chair, at least, has a clear sense of the separation of powers and can intervene when necessary, perhaps even acting as a protective ‘heat shield’ for the chief executive when needed.”⁵

A similar kind of special relationship is required between Board Chairs and artistic directors in many organizations. In these instances, the same attention to this other relationship is essential to the smooth and effective functioning of the organization.

¹ Gill, “Governance Do’s and Don’ts”, p. 26.

² Carver, 1990.

³ In consensual decision-making, an issue is discussed until the group determines whether there is general agreement on a particular decision or whether there are two (or more) differing perspectives. Only then is a motion made that reflects either the general agreement or one of the differing perspectives, and a formal vote taken for the record.

⁴ Leighton & Herrndorf, pp. 5-7.

⁵ Creative New Zealand, p. 49.

4.0 CHALLENGES AND STRATEGIES

4.1 Clarify Roles

One of the most troubling issues in the relationship between staff and Boards of non-profit organizations is a lack of clarity in the roles and responsibilities of the Board, individual Board members, the ED/GM and, sometimes, other staff. Tom Reitz, who presented on museum standards of governance for Ontario Museum Association, said that this “is the one responsibility which seems to most often get boards and staff into trouble. The lack of clarity over who does what as it pertains to determining programs and services seems to be the cause of most conflict in museums.”¹

According to Mel Gill at the Institute On Governance, “Clarity of roles and the expectations and motivations that board members bring to them appeared to be *at least as important to good governance* [italics added] and organizational effectiveness as the particular governance model employed.”² He goes on to say, “Poorly defined division between the roles and responsibilities of the CEO and the board is a recipe for organizational chaos. Lines of accountability become blurred to the point where it is not clear who is responsible for success and failures ... Separate and defined roles with clear lines of responsibility are essential for organizational health. New board members must be made aware of their role and what classifies as appropriate behaviour.”³

Boards need to be careful not to overstep their roles and responsibilities and get involved in the management of programs, which is the ED/GM’s responsibility. According to Fisher Howe, “An often-heard cliché is that boards, in fulfilling their oversight role, should have a ‘watchful eye’ not a ‘meddling hand’.”⁴ So, too, do EDs/GMs need to point out when they feel the Board has overstepped its responsibilities.

One area of responsibility – fund raising – is handled very differently from organization to organization. In some organizations, the ED/GM (or one of the staff who report to the ED/GM) has the lead responsibility for fund raising. Other organizations take a dramatically different approach, recruiting high profile community leaders and businesspeople to their Boards specifically because of the money they are expected to be able to bring into the organization. Yet others fall somewhere in between, with Board members involved in fund raising while setting annual fundraising goals for the ED/GM to achieve. In most organizations, all Board members are expected to make at least a token financial contribution to the organization each year so that the organization can say it has 100% financial support of the Board in their fund raising efforts.

Another complicating factor is the difference between smaller and larger organizations. Sherry Ferronato, a Canadian non-profit consultant, in her accessible, plain-language e-document, *Fundamentals of Effective Board Involvement*, describes the range of roles non-profit Boards might have, depending on the size of the organization: “The work of many smaller non-profits is accomplished only by volunteers, or perhaps by a board and one staff. Larger charities may have

¹ Reitz, on the OMA members website.

² Gill, “Governance Do’s and Don’ts”, p. 26.

³ Institute On Governance website at: www.iog.ca/boardgovernance/html/pr_key_ceo.html.

⁴ Howe, p. 46.

workforces consisting of many volunteers and departments of staff to carry out their activities and programs. In those non-profits that do not employ staff, the board is the management team that assumes responsibility for overseeing the organization's activities. Boards that employ staff typically delegate the management function to a senior staff, usually an Executive Director. The board is responsible for overseeing the work of the Executive Director, and the Executive Director is usually responsible for managing all other staff.”¹

TIPS & TOOLS

- Sample job descriptions for various Board positions and for EDs/GMs can be found in the appendices (sections 5.1a&b). Tips for recruiting an ED/GM are outlined in Creative New Zealand's board governance guide.²
- Once job descriptions for all parties have been developed, they should be used as reference documents and updated as required. Ideally, the first job descriptions would be written when an organization is forming and incorporating, allowing for role clarity from the beginning. This is particularly important in founder-driven organizations that are coalescing around an individual's vision, forming a Board for the sole purpose of fulfilling requirements for funding and other external reasons.
- Clearly spelled out limits of authority or responsibility, and corresponding requirements for accountability, help clarify the bounds within which the ED/GM must work. ED/GM work plans that outline objectives and timeframes and are negotiated and agreed to by the ED/GM and the Board can be good tools for tying organizational priorities and accountabilities with operational plans, and making it clear what the ED/GM is responsible for accomplishing. These same objectives and timeframes can be used in ED/GM evaluation (see section 4.7). Creative New Zealand reminds, “It is imperative that the chief executive knows what he/she can do without having to refer back to the board. The chief executive should not be faced with having to continually seek board permission to carry out normal operational actions.”³
- The diversity of solutions to fund raising responsibility from organization to organization highlights the need for a careful articulation of the differing responsibilities of Board and ED/GM. Some organizations have found it very beneficial to pack the Board with people who can attract money or reward big donors with a seat on the Board, while others have found a focus on fund raising to be detrimental to overall governance of the organization. François Colbert argues the latter: “How will the Board fulfill its role? By choosing with care the new members of the Board and by following strict rules and regulations. The application of these rules will help lead us far from the unfortunately widely-held belief that the role of a Board member of an arts institution can be summed up as “give, get or get out.”⁴ In any case, when the Board is somewhat or actively involved in fund raising, the ED/GM cannot be made solely accountable for the organization's fund raising success.
- At times, an ED/GM may find that he/she has been given more accountability than authority in a particular area. It may mean that the Board is having difficulty staying in its governance role and instead is getting involved in day-to-day management. Or it could mean that the Board has a level of discomfort about a particular area of the ED/GM's work. In these or

¹ Ferronato, p. 57.

² Creative New Zealand, pp. 42-45.

³ Ibid., p. 47.

⁴ Colbert, « Rôles et Responsabilités d'un CA, La régie d'entreprise : mode d'emploi ».

similar cases, the issue should be addressed by an open and honest discussion at the Board table.

- ▶ The area of responsibility in which this imbalance is most likely to be found is in the area of financial management. Jan Masaoka, a U.S.-based consultant on non-profit management, recommends that, “Each organization needs to develop a clear and explicit agreement on how financial accountability will be ensured.”¹ The Board and ED/GM could draw up a “contract”² outlining the financial responsibility and accountability of each party.
- ▶ “Administration, a prime responsibility of the ED/GM, includes the management activities in support of substantive programs.”³ Boards need to be reminded that, except in the smallest of organizations with no or few staff, they should have very little to do with the day-to-day work of the organization. The ED/GM should feel free to ask individual Board members for advice or suggestions, especially in their areas of expertise, but it is up to the ED/GM to choose whether and how to act on that advice.
- ▶ Most organizations find that management of all other staff is best clearly delegated to the ED/GM. This division of responsibility helps the Board maintain its focus on governance, leaving operations to the ED/GM. However, mechanisms may be needed to enable communication between specific Board members and individual staff members in some areas (such as the Treasurer developing a relationship with the staff person responsible for organizational finances).
- ▶ Good EDs/GMs help and support the Board in its governance. There is a need for EDs/GMs to nurture the Board, with attention to the fine line between roles: “The executive director assists [in the governance role] by providing information, facilitating governance processes, advising and making recommendations, and finding appropriate outside help for the board. Asking the executive director to assist is appropriate and is encouraged. The board, however, should never delegate its governance responsibilities to its executive director. Governance is, and should always remain, a board function.”⁴

4.2 The Two-Person Management Team

The two-person management team brings a unique – and challenging – dynamic to the relationship between Boards and staff in some arts organizations. The division of responsibilities in these organizations is generally as follows: “The artistic director has sole responsibility for the artistic content and the artistic vision, and the general manager is responsible for the day-to-day management of the company.”⁵

The management structure in these organizations varies. In some cases, both positions report to the Board. In others, only one reports to the Board and the other is subservient (in some cases, it is the artistic director who reports to the Board, in others the general manager). Although a

¹ Masaoka, in Howe, pp. 51-52.

² Masaoka offers a sample contract in Howe, pp. 163-168.

³ Howe, p. 97,

⁴ Thomas, p. 62.

⁵ Muttart Foundation, p. 21.

number of arts organizations have adopted this type of structure with great success, any of these scenarios adds further complications to governance and structure.

On the positive side, according to Anders Brunn and Brian Oleson, who write about Canadian for-profit co-operatives, two people reporting to a Board allow “those boards of directors to receive information through two separate channels, both of which are directly accountable to the board of directors. CEOs usually resist this structure while many board members feel it is essential. This is a natural difference or tension and should not be avoided or discarded simply because there is tension.”¹

The Illinois Arts Alliance commented, “the relationship is often likened to a marriage, but this metaphor introduces an emotional aspect that may be counterproductive. A better approach is to think of the match as a partnership between the artistic and business realms. Ideally the two leaders share a common vision, and each understands the other’s job but has no desire to do it.”²

Careful thought must be given about organizational hierarchy: will the ED/GM and the artistic director be equal peers, both reporting to the Board, or will one be subservient to the other? Although prevalent in many cultural organizations in Canada, not much information about good practices in this relationship is available. It could be an important area for further research. Nonetheless, the Illinois Arts Alliance and the Muttart Foundation do offer some tips.

TIPS & TOOLS

- “In performing arts organizations with both an artistic director and a managing director, the two leaders must work cooperatively as equal partners. This can create many problems, not the least of which is finding two leaders who can work well together.”³
- “Some board members and outsiders said the partnership is so important that when one job is being filled, the other partner should be allowed veto power over the board’s choice.”⁴ This is not to suggest that the artistic director or ED/GM should have veto power over other Board decisions, just that they might be given a veto over the selection of the other member of the two-person management team.
- Just as for Boards and individual EDs/GMs, the division of responsibilities between the two managers must be clarified. In addition, the Muttart Foundation recommends, “Be sure to define the authority, responsibilities, lines of communication, and expectations of each position. Establish a process to deal with potential conflicts or misunderstandings before any problems arise.”⁵
- “Dual leadership puts a particular burden on board members. They must clearly define each person’s authority and responsibilities, never pit one leader against the other, and never take sides in a dispute.”⁶

¹ Brunn, p. 14.

² Illinois Arts Alliance, p. 55.

³ Ibid., p. 54.

⁴ Ibid., p. 55.

⁵ Muttart Foundation, p. 21.

⁶ Illinois Arts Alliance, p. 54.

4.3 Leaders and Followers: Finding the Balance

As noted earlier, the relationship between the ED/GM and the Board is very important. Mark Light, an American non-profit arts executive, in his thought-provoking book, *The Strategic Board*, comments that one of the challenging aspects of this relationship is that “the executive and the board must be leaders and followers at the same time.”¹ The very accessible, plain-language e-document on *Effective Board Governance* by Canadian Larry Thomas goes on to explain, “The Board’s leadership is through effective governance; the executive director’s leadership is through effective management.”²

TIPS & TOOLS

- “Balance in Board and staff leadership strengths depends on personalities. There is no formula for maintaining leadership balance; it depends on the individuals’ compatibilities and willingness to compromise and adjust. Together they need to recognize the problem, accommodate, and get back to the basic lines of governance and management.”³
- Maintaining regular, close contact between the Board Chair and the ED/GM strengthens the partnership between the entire Board and the ED/GM. “Think of the chief executive as the gatekeeper for staff and the Chair as the gatekeeper for the rest of the board. This helps to prevent miscommunication and it allows both leaders to stay aware of each other’s needs.”⁴
- Agendas for Board meetings should be developed jointly by the Board Chair and the ED/GM, or by a designated committee that includes the ED/GM. Care should be taken to ensure that the Chair and the ED/GM don’t meet too often, which can result in too close oversight of, and even more work for, the ED/GM.
- Because Board Chairs in many organizations change every two or three years, it is important to recognize that the ED/GM has to forge new relationships – often including adapting to new priorities, needs and personalities – every time. This is the case even when the artistic direction and vision have not changed. Boards need to support the development of those relationships, and recognize that investing in those new relationships is an important priority for the ED/GM. Soon after the election (if not before), the new Board Chair and ED/GM should specifically discuss how they will work together as a team.
- When the ED/GM and the Chair are having difficulty working together, it can be helpful to enlist the aid of a personnel committee (since they are responsible for overseeing the organization’s human resources, and the leaders are key resources) or bring in outside expertise. The ED/GM should feel free to suggest that help is needed, as should any Board member who sees that this important relationship is in difficulty.

¹ Light, p. 4.

² Thomas, p. 61.

³ Howe, p. 150.

⁴ BoardSource.org website, at: www.boardsource.org/QnA.asp?Category=4.

4.4 Trust and Respect

Trust and respect begin when a Board is fully involved in appointing and orienting a new ED/GM. Both sides have to take their responsibilities seriously, and commit to open communication and resolution of conflicts.

TIPS & TOOLS

- Many cultural organizations welcome people from outside the cultural sector onto their Boards. Those from outside the sector need to recognize the high level of professionalism and significant expertise that many arts managers bring to their organizations, and to value artistic input on Boards.
- Making decisions by consensus or near consensus rather than majority rule builds trust within a Board¹ (assuming that the Board has developed good ways to address conflict; for more information about addressing conflict, see section 4.6).
- Developing a Code of Conduct for the Board and organization can be a powerful tool for encouraging positive relationships within the organization. For examples of Codes of Conduct, see Mel Gill's "Sample Governance Policies" (pp. 5-6) and one developed by Jane Marsland for the Textile Museum of Canada's strategic plan.
- François Colbert cautions, "We should have members asking pertinent questions and not being satisfied with part answers, while not trying to impose their esthetic preferences or work habits at all costs."² Brunn and Oleson add: "If boards react negatively to every piece of bad news they receive they discourage honest reporting. If they accept excuses for non-performance uncritically they reward excuse-making."³
- Carter McNamara, who designed, developed and administers the U.S.-based Free Management Library as a community resource, encourages organizations to "celebrate accomplishments, including by naming the key people involved in bringing about the successes. Often these people include the board chair and chief executive."⁴ Annual general meetings can provide a good opportunity for both accountability and celebration.

4.5 Communication

Open and forthcoming communication from the ED/GM to the Board and among Board members is essential for good governance. If the ED/GM doesn't keep the Board fully informed, they cannot govern effectively. And if the Board keeps secrets from the ED/GM, he or she cannot manage effectively. Open communication allows the organization to be more strategic, to make better decisions, and to address problems and conflicts as they arise.

TIPS & TOOLS

- Leighton and Herrndorf suggest that "Communication must be frequent, open and non-defensive: the bad news as well as the good."⁵ They also warn: "It is crucial that a delicate

¹ This point is also included in Mel Gill's key to success in "Governance Do's and Don'ts", p. 26.

² Colbert, « Séminaire ... Rôles et Responsabilités d'un CA, Pour en savoir plus ».

³ Brunn, p. 14.

⁴ McNamara, at: www.mapnp.org/library/chf_exec/ed.htm.

⁵ Leighton & Herrndorf, p. 6.

balance be maintained between providing the board with too much information and providing it with too little. It is usually preferable to err on the side of providing too much ... however, masses of unedited and complex data will severely hamper directors in their ability to do their job.”¹ EDs/GMs do much to create a climate of openness by ensuring that they keep the Board informed of progress, problems and successes, and supporting the Chair in welcoming diverse opinions at the Board table.

- Clear policies should be established to prevent individual Board members from going directly to staff for action. Staff should only be expected to act on the basis of decisions of the full Board (or Executive, if it has delegated responsibility for Board activities in between Board meetings.) In addition, staff and other volunteers should be trained to bring any issues involving a commitment of human or financial resources to the ED/GM.
- As a general rule, communications between the Board and staff should go through the ED/GM except during committee meetings or when staff have specifically been invited to speak at a Board meeting. Nonetheless, deliberate efforts should be made to keep the Board apprised of organizational activities between Board meetings, and to ensure good communications between Board members and staff. Some options include:
 - Develop a newsletter or electronic bulletin targeted at Board members and staff; include press clippings or employ other ways to summarize any media coverage.
 - Implement a mechanism by which staff can bring concerns to the Board.
 - Survey staff on important issues that affect them, and bring that information to the Board.²
 - Involve Board members on committees as a way to provide opportunities for Board members and staff to work together; remember that Board members are regular volunteers in this role, not *de facto* decision-makers.
 - Create opportunities for Board and staff to socialize, whether at informal receptions during annual meetings, or at occasional single-focus retreats involving all staff.

These kinds of efforts keep the Board engaged in and supportive of the efforts of the professional staff, and prevent the staff from viewing the Board as out of touch and unconnected to the “real work” of the organization.

- Clearly identify who is the spokesperson for the organization. According to Leighton and Herrndorf, “the general rule being that for the organization as a whole it is the CEO and for the board it is the Chairman. For this reason among others, the Chairman is frequently in the position of playing a low-profile role, staying in the background and supporting the CEO in public situations. This is not always easy, particularly if the Chairman has recently been the CEO, but it is essential if the relationship is to work.”³ Government relations has become an increasingly important management function for cultural organizations; as such, it is important that the Chair follows the lead of the ED/GM on these matters.

¹ Leighton & Herrndorf, p. 7.

² First three bullets were adapted from askNCVO.org, the website for the U.K. National Council for Voluntary Organizations, under “preventing board staff conflict.”

³ Leighton & Herrndorf, p. 6.

4.6 Disagreements and Outright Conflict

According to Fisher Howe, “Disagreements, even controversies, are bound to arise among board members and between board and staff; they can even be healthy. The important thing is to deal with disagreements promptly, openly, and constructively, preferably without losing a sense of humor and perspective.”¹

Limited resources – human and financial – create a lot of tension within organizations. Within the purview of Board-manager relationships, Brunn and Oleson identified some other areas most likely to cause problems:

- Tension over board member selection.
- Tension over control versus support of management.
- Tension over boundaries between board and management.
- Tension related to multiple stakeholders.²

And they added, “Recognition of these paradoxes and acceptance of these tensions is an important job of the board.”³

Larry Thomas shares this perspective: “At times, the board will disagree with decisions made by the executive director. Similarly, it is unrealistic to assume that the executive director will always agree with the decisions of the board. Each must respect the other’s right to make decisions that fall within its jurisdiction.”⁴

TIPS & TOOLS

- It can be difficult for Board members to raise concerns or ask questions, especially if they are relatively new to the Board or the organization has little experience hearing concerns and addressing conflicts. The U.S. web-based Nonprofit Genie suggests, “Among the qualities we should seek and reward in board members are critical thought, discernment, questioning attitude. When someone raises an objection or concern, or votes against the majority, the board president should make a point of going up to that person and expressing appreciation for the seriousness and courage to make the point.”⁵
- Carter McNamara recommends that conflicts get discussed by the Board, and encourages the EDs/GMs and Board members to recognize that “it displays a great deal of maturity and knowledge about interpersonal dynamics to recognize and surface conflict in order to mutually resolve it.”⁶
- Grant MacDonald of Dalhousie University’s Non-profit Sector Leadership Program has prepared a helpful approach to conflict prevention and resolution, summarized below:
 1. Clarify roles and responsibilities.
 2. Seek or develop a skilled board chairperson.
 3. Encourage job evaluation.
 4. Implement a grievance procedure.

¹ Howe, p. 21.

² Brunn, p. 13.

³ Ibid.

⁴ Thomas, p. 71.

⁵ genie.org website.

⁶ McNamara, at: www.mapnp.org/library/chf_exec/ed_chair.htm.

5. Establish a code of conduct for directors.
 6. Deal with conflict openly when it arises.
 7. Discuss good interpersonal communications practices.
 8. Frame conflict as an exercise in “win-win” negotiation.
 9. Celebrate agreements and new understandings.
 10. Look to gender and cultural differences as a way out of a mess.¹
 11. Seek outside help early.²
- If an ED/GM is having difficulty in his/her relationship with particular Board members, it can be far more productive to focus on the positive relationships, rather than devoting endless amounts of energy trying to address the negatives. It is important to recognize that some conflicts cannot be resolved through existing structures. It is not a failure to go outside the organization for assistance.
 - For cultural organizations, a significant added tension arises from the risks inherent in artistic ventures, risks that are much greater than in other sectors. François Colbert explains, “Because of its purpose and its product, a cultural organization can be a risky business. The risk involves the quality of the works presented, balancing budgets and reaching the organization’s goals. The Board operates in a state of uncertainty, not only because of the focus on the product, but also because of the ephemeral nature of the product being offered to the public.”³ Board members need to learn to value artistic creativity, and to recognize the skills and credibility demonstrated by professional artists and cultural managers who accomplish a great deal with very limited resources.

4.7 Board and ED/GM Performance Evaluation

According to François Colbert, “The most important decision of a Board lies in their choice for the director of the organization; it must subsequently evaluate the performance of this director. Protecting the purpose, choosing and evaluating the director: therein lies the task for Board members for an organization resolutely directed towards their product and not towards the market.”⁴ As well, more and more non-profit organizations are beginning to conduct Board self-assessments, and use the results to strengthen Board activities and decision-making. It may not be easy for Boards to assess their own work, or for Boards and managers to agree on the ED/GM performance appraisal; nonetheless these evaluations are essential building blocks for organizational health. Mel Gill of the Institute On Governance observed that one of the keys to success and exemplary practices of non-profit Boards is the “regular assessment of the effectiveness of [board development] practices, the performance of the board, its individual members and the CEO.”⁵

¹ Although somewhat poorly phrased, MacDonald is noting that differing perspectives across culture and gender can give rise to conflict. Sensitivity toward such differences and a commitment to listening more carefully to diverse perspectives is important; outside help to address the differences may be required.

² MacDonald, pp. 6-8.

³ Colbert, « Rôles et Responsabilités d’un CA, La régie d’entreprise : mode d’emploi ».

⁴ Colbert, « Séminaire ... Management des arts et de la culture ».

⁵ Gill, “Governance Do’s & Don’ts”, p. 21.

TIPS & TOOLS

- Sample Board self-assessment tools are listed in the appendices (section 5.1c).
- Sherry Ferronato provides a concise summary of the “why” and “what” of Board self-assessment in *The Fundamentals of Effective Board Involvement*.¹
- Creative New Zealand suggests, “Evaluation of the board and, ideally, individual members, should be against objective, pre-agreed criteria, preferably derived from the board’s own job description and other governance policies.”²
- It is important that Board self-assessments address non-performance of Board members, particularly when their work impacts on the ED/GM’s ability to fulfill the objectives and timelines established for ED/GM performance. This is most likely to be the case in smaller organizations where Board members are involved in carrying out some of the operational tasks, but can impact ED/GM performance even when the Board focuses solely on its governance role.
- Sample ED/GM evaluation tools are listed in the appendices (section 5.1d).
- Mutual agreement by the Board and the ED/GM on the evaluation approach, specific performance objectives and timeframes, etc. is critical to the success of and benefits from evaluating ED/GM performance. Once set for the year, the ED/GM’s objectives and timeframes should be revisited regularly, rather than being put away until time for the next annual evaluation.
- Creative New Zealand states, “The chief executive should not be held to account for the performance of personnel or groups the he/she did not personally select or have full managerial authority over. This may apply particularly to those situations where artistic matters are determined independently of the chief executive.”³
- The failure of Boards to openly communicate expectations and concerns to the ED/GM has been a recurring problem in the cultural sector. Most senior cultural managers can tell a horror story or two about the ED/GM who got fired out of the blue or the organization that imploded because the Board and ED/GM were not addressing problems and outstanding issues. Carter McNamara recommends “clearly written and approved procedures for evaluating the chief executive and an approach that ensures strong input from the chief executive.”⁴ The BoardSource.org website clearly lays out the reasons and benefits for conducting ED/GM performance evaluations.
- If a Board is predominantly or exclusively made up of people from the business sector, it is essential to find ways to incorporate an artistic point of view into the ED/GM evaluation. Otherwise, the organization runs the risk of evaluating the ED/GM in a manner that contradicts the artistic vision of the organization.
- In terms of a process for ED/GM evaluation, one option is to have the ED/GM complete his/her own evaluation first (whether based on previously agreed-upon objectives and timeframes, or simply by reflecting on the previous year), then have the Board member(s)

¹ Ferronato, pp. 84-85.

² Creative New Zealand, p. 80.

³ Ibid., p. 50.

⁴ McNamara, at: www.mapnp.org/library/chf_exec/ed_chair.htm.

responsible for evaluation review it, and then meet to discuss and agree on the final outcome. Another option is to have the Board and the ED/GM separately complete an evaluation of the ED/GM and then meet to discuss and agree on the resultant evaluation. It is helpful to recognize that Boards may feel compelled to find things wrong with the ED/GM in a formal evaluation process; to balance this tendency, it is essential that the accomplishments and skills of the ED/GM be recognized (and mentioned first – this sets a positive tone when dealing with areas that need improvement). Creative New Zealand notes, “While the initial assessment of chief executive effectiveness might be delegated ... The final responsibility for the performance assessment ... belongs with the board *as a whole*.”¹

4.8 Board Composition and Succession

Board composition varies greatly from organization to organization. Some Boards are entirely or almost entirely made up of artists, others of business and community leaders. Yet other Boards are solely made up of representatives of other organizations. In all cases, attention to Board composition is an ongoing organizational task, at a minimum before each planned change in Board membership. Strategic organizations use the mechanism of Board member turnover as a tool to address skill gaps in the Board and meet changing priorities.

According to the Illinois Arts Alliance, “Succession planning rarely appears high, if at all, on the list of chief factors that determine long-term organizational success, but it deserves to be there. In fact, succession planning is a key to organizational success over time.”² Certainly, weak Boards or frequent leadership crises negatively affect the mission of an organization and undermine the ability of ED/GM to do his/her own job. Fisher Howe goes on to say, “One of the true tests of leadership of a board chair or executive is to arrange for orderly succession.”³

TIPS & TOOLS

- A museums’ trustee guidelines recommend that, “The board should establish an annual recruitment process to replace trustees whose terms have expired or who have not fulfilled their responsibilities. The nominating committee should assess the qualities of continuing board members and identify the background, skills, knowledge and experience needed in new trustees to address current challenges.”⁴ In this process, particular attention should be paid to new directions or priorities of the organization, skill gaps on the Board, and leadership succession. Such assessments should form a continuous part of Board renewal.
- François Colbert stresses, “In order to accomplish its tasks effectively, the Board needs to be comprised of a group of people who are able to understand the different dimensions of an organization’s operations. Board members need not and cannot be experts in all of these dimensions at once, hence the need for a balanced Board. We need to rely on the collection of different competencies and skills as is done in for-profit organizations and other sectors of the economy. Certainly, we need to find people who are able to judge the financial performance of an organization, and others with a knowledge of the their market, *but above*

¹ Creative New Zealand, p. 50.

² Illinois Arts Alliance website.

³ Howe, p. 151.

⁴ CMA & CAMDO, p. 6.

*all, we must ensure the presence of people who can cast a critical and qualified eye on the ability of the organization to meet its fundamental goals as they are set out in the organization's mission statement [emphasis added].*¹

Johanne Turbide highlights key competencies of Board members, “The qualities they must possess, amongst others:

- A long-term vision
 - Technical knowledge
 - Management and human resources skills
 - An entrepreneurial spirit
 - Negotiation experience
 - An idea about planning.”²
- The museum trustee guidelines also address issues of diversity: “Museums should recognize the need to reflect the communities they serve at the board level as part of their strategy to be relevant in an increasingly multicultural and diverse society.”³ This is true for all cultural organizations, and government funders certainly encourage the practice. Recruitment of more than a single member of a particular ethno-cultural community, and people from more than one ethno-cultural community, increase the likelihood that these new members will find a place within the organization, and remain to help build the organization. Creating space for young people on the Board can increase diversity and develop the future leaders and managers of cultural organizations. Providing Board orientation and development about different cultural perspectives and experiences – including the experiences of women on predominantly male Boards – can contribute greatly to newer voices feeling welcomed and respected.
- As new Board members are being welcomed to the Board, the contributions of retiring Board members must be acknowledged and celebrated. Some former Board members may find other roles within the organization, others will simply move on. Nonetheless, efforts should be made to ensure that each departing Board member will have positive things to say about the organization (or, at a minimum, not criticize the organization to key partners and stakeholders).
- A Board member with considerable knowledge of the organization (usually gained through long service) and passionate support for the current mission of the organization should lead the nominations process. Unless another member of the organization has a strong relationship with an individual being considered for the Board, the Chair of the nominating committee should approach potential members. Although this is a governance responsibility – and therefore the responsibility of the Board – Board composition is of sufficient importance that the ED/GM must provide whatever support necessary to ensure that deliberate thought is given to supporting strategic organizational directions through Board recruitment. In addition, EDs/GMs should be consulted in the nominations process; in fact, some cultural organizations involve the ED/GM fully in the nominations process.
- Although many organizations appoint a Past-President as their nominating committee Chair, this approach can be fraught with problems: a Past-President may develop an unhealthy

¹ François Colbert, « Séminaire ... Rôles et Responsabilités d'un CA, Pour en savoir plus ».

² Johanne Turbide, « Séminaire Fonctions d'un CA ».

³ CMA & CAMDO, p. 6.

influence over the organization, especially if they remain in the position of Past-President for more than one or two years; and a Past-President may actively hamper efforts to increase Board diversity or change the strategic direction of the organization. Should an organization encounter these difficulties, bylaw changes would be needed to limit the term of the Past-President or eliminate the position altogether; at the same time, any specific mention of Past-Presidents chairing nominating committees could be removed from bylaws.

- Establishing term limits for Board membership (usually through the organization’s bylaws) and paying diligent attention to strategic Board recruitment are very effective for changing Board composition. In representative Boards, some or all of the Board members are appointed by other organizations. In these cases, adopting clear Codes of Conduct and undertaking Board development concerning members responsibilities to the organization itself, not just to the organization they represent, can help Board members adopt the perspective of the central organization rather than only wearing the “hat” of the organization they represent. If these mechanisms are not available or are not working, a complete review and reorganization of an organization’s governance model and structure may be required. This type of review usually does not happen quickly (two years is generally the minimum amount of time needed for a substantial governance change). It is often a good idea to engage outside expertise for significant governance change.
- When potential Board members are approached, it is important to be very clear about the time commitment involved, the area(s) of expertise being sought, and the personal financial contribution that might be expected each year. “We must never assume that a prospective board member’s perception about our mission and requirements are the same as our reality. A board orientation session is too late to gain understanding.”¹
- Whether an ED/GM departs suddenly or informs the organization well ahead of time, it is extremely important to take the time necessary to recruit a new ED/GM. The ED/GM job description should be updated to reflect both current realities and future priorities. The selection process can be designed to ensure that the Board seeks someone with most of the knowledge, skills and aptitudes required in the next few years (or more).
- Long-term EDs/GMs may have quite mixed feelings about leaving the organization, and may need time and professional support – such as executive coaching, and career or retirement planning – to help make the transition. EDs/GMs who know they are leaving may want to pass on or record the institution knowledge that they have accumulated during their tenure. So, too, should they take the time to make their good-byes to individual Board and staff members and other colleagues.
- Merianne Liteman, at the Illinois Arts Alliance, has developed a detailed toolkit – including checklists, best practices and FAQs – on succession planning (pp. 79-87 & 100-118). Sherry Ferronato has also assembled good information on succession (pp. 61-64).

¹ McDaniel & Thorn, *Arts Boards: Creating a New Community Equation*, p. 68.

4.8a A Special Case: Founder Succession

Many cultural organizations in Canada were started in the 1960s and 1970s by a single individual or a small core of people who felt passionately about working in a particular discipline or supporting the artistic creation of a particular cultural body of work. Founders often assumed the role of artistic director when the organization could afford to hire staff. Those individuals have built these organizations from the ground up, usually working long hours for inadequate pay. Not only are founders often reluctant to give up their dreams, but also they are likely to have little set aside for their retirement. The U.K.-based National Council for Voluntary Organisations notes: “Founders naturally treat an organisation as their own and feel that only they are the true custodians of its values and mission. Consequently they tend to want to keep a firm grip on the organisation.”¹ In many cases, the demand for the organization’s services has grown far beyond the original vision, the “community” itself has changed, and most organizations have many more responsibilities and accountabilities than in those early days. In addition, as Creative New Zealand warns, “There is a danger when the organisation becomes overly dependent on that person and his or her commitment or ability to inspire begins to wane.”²

TIPS & TOOLS

- “Founder succession can be handled well if the board focuses on what is best for the organization, remaining sensitive to the feelings of the founder but forcing the issue if necessary. Boards find this difficult, but if the culture of the organization has been to think strategically, a succession plan will be part of the group’s long-range planning.”³ Specific action to take:
 - Careful listening and discussion can help the founder move on. It can help the individual see that change is necessary and help them see how their dream lives.
 - Organisational values, the constitution and the legal duties of charity trustees should always prevail. Make sure that the founder understands the boundaries of their role.
 - A difficult founding chair is especially tricky. Chief executives are well advised to sound out other trustees and identify sympathetic ones.
 - Questions to ask: Is there another way in which the founder can be involved in the organisation other than as a board member?⁴
- “Treating people well on leaving is important and consistent with voluntary sector values. It is also a good investment for the organisation. Members who have played a key role may feel resented by others when they leave. They may even be accused of abandoning the organisation. Both sides need to recognise that individuals outgrow organisations and organisations outgrow individuals, and handle this with sensitivity.”⁵
- Carter McNamara has developed an extensive and useful guide – including processes and tips – for addressing “founders syndrome.” The askNCVO.org.uk website has some ideas on maintaining a good relationships with people who leave.

¹ askNCVO.org.uk website, “Board conflicts with founders.”

² Creative New Zealand, p. 14.

³ Illinois Arts Alliance, p. 54.

⁴ askNCVO.org.uk website, “Board conflicts with founders.”

⁵ Ibid.

4.9 Growth and Change

As organizations grow and environments change, Boards and EDs/GMs have to cope with those changes while continuing to look after the ongoing governance and day-to-day management of the organization. As noted by McDaniel and Thorn, “The arts, always underfinanced, are driven by human and creative capital, and it is this capital – so necessary to remaking the organization – that is overspent when an organization faces a crisis.”¹

Mel Gill, of the Institute On Governance, captures one of the realities and tensions that so many organizations have faced as they grew: “The greatest difficulty in escaping past practices was moving from the intensive operational involvement of board members in the early phases of the organization ... Those practices, which may once have been appropriate, no longer served the organizations well in this new context ... The ‘*we’ve always done it that way*’ complacency inherent in organizations where things are going fairly well is a real enemy of innovation, flexibility and adaptation to a continually changing environment. *‘If it isn’t broken don’t fix it’* is an adage that similarly discourages regular introspection and environmental scanning as well as good organizational maintenance practices.”²

Many other transitions pose particularly difficult challenges to organizations. Jane Condon, in her research for the Canadian Conference of the Arts nearly a decade ago, noted significant areas of change facing the cultural sector: the audiences themselves, new technologies, a financial crunch, and other unpredictable external events.³ All of these changes are still affecting cultural organizations in Canada, and have sometimes led to loss of charitable status or complete dissolution of an organization. Needless to say, such transitions can be very hard on Boards and EDs/GMs, and on their relationships. Many of these transitions are resolved through careful attention to Board composition not just during transitions but at all times (see section 4.8), and by addressing succession issues (see section 4.9). Some other strategies are outlined below.

TIPS & TOOLS

- The Institute On Governance addresses potential conflicts of interest through careful processes that outline how a Board member can assume the ED/GM role during a period of transition or how a Board member can take on a paid project on behalf of the organization.⁴
- Jane Condon proposed strategies for a number of transitional issues:
 - “The successful implementation of significant change requires agreement on the nature of the changes and a commitment to the process of change by everyone in the organization, board, management and staff.”⁵
 - “Planning has perhaps never been so difficult – nor so important ... Planning is best undertaken when things are going well but this is an area where late is better than never.”⁶
 - “If one is going to refocus, it often helps to go back to the beginning ... Is our *raison d’être* still valid? Are we still fulfilling that purpose? (If not, then what are we doing

¹ McDaniel & Thorn, *Toward a New Arts Order*, p. 33.

² Gill, “Governance Do’s & Don’ts”, pp. 18-19.

³ Condon, pp. 5-7.

⁴ Gill, “Governance Do’s & Don’ts”, p. 21 and the Institute On Governance website.

⁵ Condon, p. 12.

⁶ *Ibid.*, p. 12 & 17.

instead? Is anyone else doing the same thing?) Are we carrying out our mandate as well as we could? (If not, why not?) If the answer to these three questions is yes, then the organization's focus is clear, if, on the other hand, the answers to any of these questions is no, then the first priority is to clarify your purpose and re-focus the organization."¹

- “A new mission may well have implications for the size, composition, selection, role and responsibilities of the governing body of the organization ... Or adjustments to the board may be desirable for their own sake.”²
- “A decision to cease operations and dissolve the corporation or association is by no means as simple as locking the door and throwing away the key. A number of [legal] obligations must first be met.”³
- “National bodies in particular tend to expend rather substantial portions of their budget on governance costs ... These costs can only be reduced if the board is reduced in size, meets less frequently or, perhaps, meets through technology rather than face-to-face.”⁴
- “No matter how well the [restructuring] process proceeds, there is likely to be increased staff turnover during the transition. There may well also be increased turnover on the board of directors. Change is disruptive. Change is also exhilarating and exciting and full of unexpected opportunity. The attitude with which one approaches change will have a critical influence on the outcome.”⁵

4.10 Effective Board Basics

EDs/GMs can best perform their responsibilities if they are working with a high-functioning Board. And EDs/GMs have the responsibility of supporting their Boards as they strive to be effective, in part by providing Boards with many of the basic tools needed to fulfill their roles.

4.10a Focus on Governance

Effectiveness of the Board is key to the effectiveness of the organization. “Effective Boards are deliberate and thorough in ensuring their own performance [when] fulfilling their governance responsibilities, and establishing and maintaining their own strong organization and procedures.”⁶

TIPS & TOOLS

- Keep the Board's eyes on the strategic plan.⁷ Strategic plans are developed collaboratively by Board, staff and membership of an organization; sometimes other key stakeholders are also involved. Involve the Board in crafting the strategic plan to ensure that Board members have

¹ Condon, p. 13.

² Ibid., p. 15.

³ Ibid, p. 11.

⁴ Ibid., p. 26.

⁵ Ibid., p. 36.

⁶ Howe, p. 81.

⁷ If your organization does not have a strategic plan, it would be good to make strategic planning a priority. Strategic plans are an important tool for organizational health and capacity. For possible sources of financial help with strategic planning, see the funders noted in section 4.10f.

fairly strong ownership of the finished product. Keep the strategic plan readily accessible (perhaps in a printed format; certainly in the Board manual). Refer to the strategic plan in all key decision-making of the Board to help the Board stay on track, and firmly in its governance role. Review the strategic plan regularly, especially when new Board members join the organization, and update it before its duration is up or when significant change occurs that affects the organization's mission or core programs.

- When the organization has already passed a policy about an issue to be discussed by the Board (whether it is a limit set under a Carver model of governance,¹ or any other policy decision of the Board), have copies available for reference. This saves the Board's time, and avoids policies becoming a patchwork of decisions that are hard to implement.
- Effective Board members know when to speak up, are willing to volunteer when a vacancy arises, and have the needed skills for the organization at that particular time.

4.10b Constitution and Bylaws

The constitution or bylaws of a non-profit organization spell out the overall structure or framework of governance. At a minimum, bylaws describe Board and organizational membership, terms of office and duties, elections, and how the bylaws can be changed. According to Tim Plumptre and Barbara Laskin at the Institute On Governance, "Many non-profits pay little attention to their bylaws; yet these are a key governance tool."²

TIPS & TOOLS

- Bylaws of an organization can be used strategically to address issues such as Board composition, succession and diversity. (See section 4.8 for more information on Board composition and succession.)
- If an organization's bylaws are very out-of-date or have not been revised in a long time, it is a good idea to spend the time updating them. This is particularly important if the organization is having trouble with Board composition or succession. Staff or volunteers with some knowledge of governance issues and rules of order could take the first steps in reviewing the bylaws, noting ones that should be examined more closely. Because the laws governing charities are complex and in a state of flux, it is wise to have draft changes reviewed by a lawyer before adopting them, or to engage a lawyer or other expert to propose bylaw revisions to the organization.
- Bylaws do not need to be long. Bylaw changes generally require a two-thirds majority vote of the full membership and registration with government. It can be strategic to include only required and essential components in an organization's bylaws; other issues can be addressed by policy, allowing for more flexibility and ease of change as circumstances change.

¹ Since the late 1980s, John Carver developed and refined a model of governance organized around the principle that Boards should govern exclusively by developing policies, including policies that set the limits or "ends" of an ED/GM's authority; this model of governance is known as the "policy governance model."

² Plumptre & Laskin, p. 5.

4.10c Board Orientation and Training

Orientation of new Board members as they come onto the Board helps them know what is expected of them, and how to participate constructively on the Board.

TIPS & TOOLS

- Some of the key issues to cover during Board orientation include:
 - History, aims and mandate of the organization.
 - Constitution and bylaws of the organization.
 - Organization's strategic plan (if available; if not, any relevant information about the vision, mission and values of the organization).
 - Governance policies.
 - Board roles and responsibilities.¹
 - Code of Conduct.
 - Board job descriptions.
 - Committee structures and duties.²
 - Information about key stakeholders and partnerships of the organization.
- It can be very helpful to match up new Board members with longer-term Board members who can act as mentors.
- It is also important to invest in ongoing Board training and team-building sessions. These sessions could provide opportunities for continued learning about the organization, about new developments and good practices in governance, and about the discipline or sector itself.
- The many arts organizations that recruit businesspeople onto their Boards need to pay special attention to orienting them to serve in the very different environment of a cultural non-profit Board. According to François Colbert, "A businessperson sitting for the first time on the Board of a non-profit organization can have difficulty defining their role, not understanding the correct questions to ask, what evaluation criteria to use, how to know if an organization is successful or not, and even how to fulfill their function in relation to the director of the organization. They can feel 'lost!' "³ McDaniel and Thorn note, "Arts professionals are often accused of not running their operations 'like a business,' of not understanding 'the bottom line.' In fact, the artistic process is an endless series of unforgiving bottom lines. An 8:00 p.m. curtain call is an unmistakable bottom line. ... Arts professionals understand and adhere to the demands of the bottom line as much or more than professionals in any other sector of society."⁴

¹ Includes fiduciary duties: complying with all pertinent laws, rules, regulations, contracts and external reporting requirements. One cultural organization uses a form to report on compliance with all fiduciary responsibilities; it is signed by the ED/GM and provided to the Board as a way to ensure Board oversight with minimal time used.

² Committees can include Standing Committees (permanent committees of the Board or organization), ad hoc committees or task forces (the latter two types of committees are generally established by the Board to address a particular issue, and then disbanded once their purpose has been completed).

³ Colbert, « Séminaire ... Management des arts et de la culture ».

⁴ McDaniel & Thorn, *Arts Boards: Creating a New Community Equation*, p. 14.

4.10d The Board Manual

The Board manual is an essential tool for orienting and training Board members.

TIPS & TOOLS

- All key documents related to governance should be included in the Board manual (see the list in 4.10c: Board Orientation and Training).
- Additional information about how the organization works, a glossary of commonly used terms and acronyms, and what the expectations are of Board members with respect to participation on committees and attending meetings should be included, as well as a list of current Board members along with their contact information.
- Because Board composition often changes from year to year, a balance must be struck between Board orientation and training and the need for a Board to focus on its key task of governance. Maintaining an up-to-date Board manual and giving a copy to each new Board member can reduce the amount of time needed for Board orientation.
- For more information about Board manuals, see Johanne Turbide of HEC's description of materials to include,¹ Tom Reitz's presentation at the Ontario Museum Association museum standards workshops on governance in 2002 (near the end of the article), or BoardSource.org's extensive and detailed article, "What Goes in a Board Manual."

4.10e Meetings

"Board meetings *should* focus on governance issues, such as purpose, policy-making and performance review, rather than on operational matters and other issues that have no *material* importance. In reality, it's all too easy for a board to become distracted by operational issues and miscellaneous trivia to which the board can add little or no value. The meeting agenda is the crucial starting point. This is the board's work plan – its statement of what it thinks is important enough to justify consumption of its valuable time."²

TIPS & TOOLS

- A key to success and exemplary practice in non-profits, according to Mel Gill at the Institute On Governance, is: "effective management of meetings and board work (a board work plan, agendas circulated sufficiently in advance of meetings, board members well prepared, effective chairing, respect for rules of order, and fact-based consensus or 'near-consensus' decision-making)."³
- One good way to keep governance front-and-centre is to make it an explicit part of all Board meetings. Agendas can be divided up into items marked "governance" (and placed near the beginning of the meeting agenda, so that more of the Board's time and creative energy is spent on key decisions) and "support." Another approach being tried is the use of a "consent agenda" wherein routine non-controversial items are simply received by the Board for the record and to satisfy oversight responsibilities, leaving more time for strategic discussion.

¹ Turbide, « Règles de base ».

² Creative New Zealand, p. 72.

³ Gill, "Governance Do's and Don'ts", p. 26.

- Creative New Zealand recommends, “Meetings should generally adopt a future, rather than a past, focus. It is easy to spend the greatest part of the board’s meeting time analysing data about past performance and many do. While it is important to observe trends and understand what lessons can be learned from past efforts the board should not be steering the organisation by looking in the rear vision mirror.”¹
- Johanne Turbide and others at HEC offer tips for efficient meetings: good preparation; attention to conducting, facilitating and managing the meeting; deliberate conflict resolution; careful decision making; follow-up through minutes; and planning for the next meeting.²
- At the end of each Board meeting, members could evaluate the meeting: how much time was spent on governance, whether they felt the meeting was well organized and productive, and what could be done to make meetings better.
- Board Chairs need skills in chairing and facilitating meetings, and overall meeting management. It is important to budget for training or mentoring in these skills as required.

4.10f Organizational Health and Capacity-Building Programs

A number of technical assistance and capacity-building programs may provide funding for consultant expertise on issues related to board development, succession, etc. In addition, the various stabilization programs across the country often work to strengthen organizational governance.

TIPS & TOOLS

- Two national funding programs supporting this type of work are Canadian Heritage’s Canadian Arts and Heritage Sustainability Program (see: www.pch.gc.ca/progs/pcapc-cahsp/02_e.cfm) and the Canada Council Flying Squads (presently available in theatre and dance; the Council is currently developing plans for extending the flying squad to other disciplines; see www.conseildesarts.ca/grants).
- Many provinces and territories and some municipalities have their own capacity-building programs. Two of these programs are: the ArtsPOD program in British Columbia (see: www.artspod.ca/program-details.html), and the Ontario Arts Council’s Compass program (see: www.arts.on.ca/English/page-1-508-1.html).
- Community Arts Ontario has recently finished working with the Institute On Governance on a series of workshops entitled, Leadership in the Arts: Building Effective Governance Practice. Their trained community-based facilitators are available as resources for other organizations across Ontario (contact: www.artsonline.ca). A current sustainability project of the Community Foundation of Nova Scotia [formerly the Federation for Heritage and the Arts] has placed particular emphasis on governance issues, and is likely to uncover good practices and other learnings when it concludes. The Banff Centre for Management is currently piloting a workshop on governance targeted at Boards (see: www.banffmanagement.com).

¹ Creative New Zealand, p. 72.

² Turbide, « Efficacité d’une réunion ».

5.0 APPENDICES

5.1 Appendix A: Samples and Tools

In order to be a useful tool itself, almost all of the resources included in this section can be accessed through the web. It is important to respect copyright to these works, and to obtain permissions when required in order to use the tools. Note: As organizations locate other pertinent resources, they could be integrated into this appendix; a blank section at the end of this appendix is provided for this express purpose.

5.1a Sample Board Job Descriptions

Dalhousie University's Nonprofit Sector Leadership Program website on governance and Board development includes job descriptions for Board Chairs and other Board members; available at: www.dal.ca/~henson/nonprofit/governanceAndBoardDevelopment.html.

Envision.ca website [the Virtual Resource Centre of the Community Services Council of Newfoundland and Labrador] offers "Job Descriptions for Board Members"; available at: www.envision.ca/templates/resources.asp?ID=4409.

Mentoring Canada's "Fundamentals of Effective Board Involvement" includes job descriptions for Boards; available at: www.mentoringcanada.ca/training/Boards/modules/4_executive_officers.html.

Muttart Foundation website offers "Developing Job Descriptions for Board Members of Non-Profit Organizations"; available at www.muttart.org/workbooks.htm.

United Way's Board Development website includes sample Board job descriptions; available at: www.boarddevelopment.org/display_document.cfm?document_id=35.

For those interested in more resources, see:

BoardSource.org's "What goes in the job description of a board chair / vice-chair / secretary / treasurer?" at: www.boardsource.org/QnA.asp?Class=BoardEssential.

Canada Council for the Arts' governance policies at: www.canadacouncil.ca/home-e.htm.

Carter McNamara's "Free Complete Toolkit for Boards" at: www.mapnp.org/library/boards/brdjobs.htm.

5.1b Sample ED/GM Job Descriptions

Cultural Human Resources Council & Cultural Careers Council Ontario's "Human Resource Management: Job Descriptions" includes information on how to write a job description and a tool for developing an ED/GM job description; available at: www.culturalhrc.ca/hrToolsResources/careerDevelopmentTools-e.asp.

Cultural Human Resources Council's "A Passion for the Arts, A Mind for Organization: Careers in Cultural Management" includes an ED/GM job description developed from an earlier DACUM-process arts administrator job description; available at: www.culturalhrc.ca [to be posted on the website by March 2005].

Ontario Association of Art Galleries, "Human Resources Package: For the Recruitment, Hiring, and Management of the Executive Director in a Public Art Gallery" includes job descriptions; available under "Backlist" [at bottom]; order at: www.oaag.org/publications/index.html.

Ontario Museum Association's "Recruiting and Hiring Museum Curators and Directors: A Human Resource Tool for Local Government, Museum Trustees and Cultural Managers" includes sample job descriptions for managers of mid-sized and small museums (p. 7 & p. 13 respectively); order at: www.museumsontario.com/resources/publications.shtml#recruit (free to OMA members).

Professional Association of Canadian Theatres' (PACT) "Human Resources in Canadian Theatre: A Guide to Hiring, Contracts, Positions, Compensation, Benefits & Policies" includes extensive information on job descriptions in theatre management; order at: www.pact.ca, click on "Services" [in header] → "Communications/Publications" [in navigation bar at left] → locate the document in the "Downloads" list [at right].

For those interested in more resources, see:

Canada Council for the Arts' governance policies at: www.canadacouncil.ca/home-e.htm. [French:

Politique de régie at: www.canadacouncil.ca/aproposdenous/organisation/default.htm]

Creative New Zealand includes a Board evaluation tool at: www.creativenz.govt.nz/our-work/organisations/publications.html (p. 81).

Institute on Governance developed "Sample Governance Policies" at:

www.iog.ca/publications/sample_policies.pdf.

Muttart Foundation's "Hiring and Performance Appraisal of the Executive Director" at:

www.muttart.org/workbooks.htm.

National Learning Initiative: "Leadership in the Voluntary Sector: Human Resources Tools at:

www.hrvs.ca/initiatives/pg002_e.cfm.

Volunteer BC's "The A - Z Directory for Board Governance" at:

<http://www.vcn.bc.ca/volbc/resources/governance/e.html>.

5.1c Board Self-assessment Tools

First Nations Education Steering Committee's "Effective Board Governance: A Handbook for Board Members and Administrators of First Nations' Boards," is an accessible plain-language document that includes a Board self-assessment checklist on pp. 150-154; available at: www.fnesc.ca/publications/pdf/Governance_Handbook_FN.pdf.

Massachusetts Cultural Council has developed an extensive organizational self-assessment tool (see p. 12 for Governance/Board Management self-assessment); available at: www.massculturalcouncil.org/services/self_assessment.html.

Mentoring Canada's "Fundamentals of Effective Board Involvement," by Sherry Ferronato, includes individual self-assessment tools, available at: www.mentoringcanada.ca/Boards/modules/index.html; or a complete copy of the report can be downloaded at: www.mentoringcanada.ca/training/Boards/fulltext.html.

United Way Board Development website includes an organizational checklist at:

www.boarddevelopment.org/display_document.cfm?document_id=137.

Vancouver Arts Stabilization Team (VAST) / Arts Partners in Organizational Development (ArtsPOD) have developed an extensive "Organizational Assessment Guide" that includes a Board self-assessment tool on page 11; copyrighted document can be viewed at: www.artspod.ca/assessment-guide.html; need permission from VAST to excerpt or reproduce the guide.

For those interested in more resources, see:

Alberta Foundation for the Arts' "Diligence Questionnaire"; see:

www.cd.gov.ab.ca/all_about_us/commissions/arts/.

Brown Governance's "Board Evaluation: A Guide to Board, Committee and Director Evaluation"; available for non-commercial use within an organization, at:

www.browngovernance.com/Board%20Evaluation.html.

Institute on Governance website:

Board "Quick Check" on governance effectiveness: www.iog.ca/boardgovernance/html/ass.html.

Signs of a Board in Trouble checklist: www.iog.ca/boardgovernance/html/prasig.html.

Jan Masaoka's "All Hands on Board: The Board of Directors in an All-Volunteer Organization" (p. 14); available at: www.boardsource.org/LandingPage.asp?ID=122.

Carter McNamara's "Free Complete Toolkit for Boards" includes a Board of Directors Self-Evaluation tool, available at: www.mapnp.org/library/boards/brd_eval.htm

Pappas Consulting, a U.S.-based firm that works with nonprofits and educational institutions, has developed a Board self-assessment worksheet that can be found at: www.pappas-consulting.com/bulletin.mgi [see the Self Assessment section].

Marion A. Paquet's "Developing Cultural Boards That Work" at:

http://ccm.uwaterloo.ca/cdp/ilms/dcb/doc_list1.html; she also talks about the need for and

benefits of Board evaluation at:

<http://ccm.uwaterloo.ca/cdp/ilms/dcb/subsection1.cfm?SubIndx=57>.

5.1d ED/GM Performance Management Tools

Brown Governance, an Ottawa-based consulting firm that works on governance issues in all sectors, has developed "Board Evaluation: A Guide to Board, Committee and Director Evaluation"; available at: <http://www.browngovernance.com/Board%20Evaluation.html>.

Cultural Human Resources Council & Cultural Careers Council Ontario's "HR Tools" includes a booklet on "Human Resource Management: Managing Employee Performance"; available at: www.culturalhrc.ca/hrToolsResources/careerDevelopmentTools-e.asp.

Developing Human Resources in the Voluntary Sector website offers "Performance Management" [under "People Management" in the left navigation bar] at: www.hrvs.ca/people/pg002_e.cfm.

Impact Factory (UK), "Performance Management and Appraisals"; available at:

www.impactfactory.com/gate_articles.shtml [free registration; must register to access their publications].

Institute on Governance developed "Sample Governance Policies" including ED/GM performance evaluation (pp. 19-20); available at: www.iog.ca/publications/sample_policies.pdf.

Muttart Foundation, "Hiring and Performance Appraisal of the Executive Director: A Self-Guided Workbook" (Edmonton, AB: Muttart Foundation); available at: www.muttart.org/workbooks.htm.

National Learning Initiative: "Leadership in the Voluntary Sector: Human Resources Tools" includes ED/GM performance appraisal tools (pp. 44-55); available at: www.hrvs.ca/initiatives/pg002_e.cfm [download file from last item on webpage].

Voluntary Sector Knowledge Network (BC) notes some good references on staff performance management and appraisal, available at: www.vskn.ca/hrm/strairn.htm.

5.1e Other Useful Resources

Boarddevelopment.org website [United Way of Canada]; available at: www.boarddevelopment.org.

Canadian Society of Association Executives offers resources to its members through its “Executive Boardroom,” including best practices information, a Board self-assessment tool and other tools; available at: www.csae.com.

Canadian Museums Association (2002), “The Guardians” [15-minute video] explains museum governance in a clear and easy to understand manner, and is applicable to other cultural sectors. Available on loan from the Canadian Museums Association and the Ontario Museum Association, or order at: www.museums.ca/Cma1/publications/Bookstore/Subjects/governance.htm.

Debra Chandler & Jennifer Ginder, “Soundings, Phase 3: Part 1 – Recommendations in the Short Term” (Toronto: Orchestras Canada, 2003).

Line Côté & Denis Samson, “Guide to Strategic Planning of Human Resources in the Museum Sector” (Montréal: Société des musées québécois, 1995); order at: www.smq.qc.ca/publicsspec/smq/publications/fiches/index.phtml?RECNO=33600294 [at bottom].

Line Côté, Dominique Gagnon & Denis Samson, “Recruitment Guide for the Museum Sector / Performance Management Guide for the Museum Sector” (Montréal: Société des musées québécois, 1997); order at: www.smq.qc.ca/publicsspec/smq/publications/fiches/index.phtml?RECNO=33501494 [at bottom].

Council for Business and the Arts in Canada, *Developing Effective Arts Boards* (Toronto: The Council for Business and the Arts in Canada, 1984); order at: www.businessforarts.org/publications/pub_developing.asp.

Margaret Genovese & Dory Vanderhoof, *How to Get the Board You Need: The Recruitment and Nominating Process* (Toronto: Orchestras Canada & Orchestras Ontario, 1997); order at: www.oc.ca/english/frame.htm.

Mel Gill, “Governance Dos and Don’ts” on the Institute on Governance website, provides a quick summary of practical solutions to key governance issues; available at: www.iog.ca/boardgovernance/html/prg_gov.html.

Francine Harel Giasson, « Le conseil d’administration : derrière les portes closes », *Revue Gestion* 23, 3 (1998), p. 99; order at: www.hec.ca [click on Recherche et Publications → Revue Gestion → search by author].

KSAM [Knowledge Services for Arts Management, U.K.] is developing a new resource called the “Knowledge Bank” to support arts and cultural managers, with the intention to include basic information about the field and a broad range of information and tools, at: www.ksam.org.uk. One of its partners, SAM’s Books, offers a phenomenal list of resources for arts managers through this site.

David Leighton & Donald Thain, *Making Boards Work: What Directors Must Do To Make Canadian Boards Effective* (Toronto: McGraw Hill Ryerson, 1997).

Roméo Malenfant, « Les pratiques efficaces d’un conseil d’administration performant », *Revue Gestion* 23, 3 (1998), p. 51; order at: www.hec.ca [click on Recherche et Publications → Revue Gestion → search by author].

Paul Martel, *Administrateurs de corporations sans but lucratif: Le guide de vos droits, devoirs et responsabilités*, Second Edition (Montréal: Éditions Wilson & Lafleur, Martel, 2000).

Jan Masaoka, “All Hands on Board: The Board of Directors in an All-Volunteer Organization,” BoardSource E-Book Series (1999), available at: www.boardsource.org/LandingPage.asp?ID=122.

5.2 Appendix B: References

- askNCVO.org.uk website [National Council for Voluntary Organisations, U.K.], “Preventing board staff conflict”; available at: www.askncvo.org.uk/render.aspx?siteID=2&SID=15&documentID=271&catID=128; “Board conflicts with founders”; available at: www.askncvo.org.uk/Asp/search/docViewer.aspx?siteID=2&SID=15&documentID=181&catID=128; and “When trustees leave the board”; available at: www.askncvo.org.uk/asp/search/docviewer.aspx?siteID=2&subSID=&SID=15&documentID=157&catID=11.
- BoardSource.org website [formerly National Center for Nonprofit Boards, U.S.], available at: www.boardsource.org [see bottom of page for link to Board Essentials]; articles referenced are: “Ten Basic Responsibilities of Nonprofit Boards”, available at: www.boardsource.org/FullAnswer.asp?ID=102; “How can the chair and the chief executive work together productively?” and “Why is chief executive performance evaluation necessary?”, available at: www.boardsource.org/QnA.asp?Category=4; “What goes in the job description of a board chair / vice-chair / secretary / treasurer?”, available at: www.boardsource.org/QnA.asp?Class=BoardEssential; and “What goes in a Board manual?”, available at: www.boardsource.org/FullAnswer.asp?ID=98.
- Anders Brunn & Brian Oleson, “Contemporary Co-operative Governance” (Kelowna, BC: Institute of Co-operative Studies, Canadian Co-operative Association, 2002).
- Canadian Museums Association & Canadian Art Museum Directors Organization (2004), “Roles and Responsibilities of Museum Boards of Trustees”; available at: www.museums.ca/Cma1/ReportsDownloads/2004trusteesguidelines.pdf.
- John Carver, *Boards that Make a Difference: A New Design for Leadership in Nonprofit and Public Organizations*, 2nd edition (San Francisco: Jossey-Bass, 1997).
- François Colbert, « Séminaire : Introduction au management des arts et de la culture »; available at: <http://www.managementculturel.com/seminaire.asp?page=1§ion=9&seminaire=colbert5> [find article in navigation bar at left]; articles referenced are: « Foire aux questions: Question 5 »; « Management des arts et de la culture »; « Rôles et Responsabilités d’un CA, La régie d’entreprise : mode d’emploi »; and « Rôles et Responsabilités d’un CA, Pour en savoir plus ».
- Jane Condon, “Arts Organizations in Transition: A Handbook Prepared by the Canadian Conference of the Arts” (1996).
- Creative New Zealand, “Getting on Board: A Governance Resource Guide for Arts Organizations” (2003); available at: www.creativenz.govt.nz/our-work/organisations/publications.html.
- Sherry Ferronato, *The Fundamentals of Effective Board Involvement* (Burlington, ON: Mentoring Canada & Big Brothers Big Sisters of Canada); available at: www.mentoringcanada.ca/training/Boards/fulltext.html.
- genie.org website [Nonprofit Genie, from the California Management Assistance Partnership], “Board Development FAQ#06: What Are Some Practical Ways to Strengthen Governance?”; available at: http://search.genie.org/genie/ans_result.lasso?cat=Board+Development.
- Mel Gill, “Governance Do’s & Don’ts: Lessons from Case Studies on Twenty Canadian Non-profits” (Ottawa: Institute on Governance, 2001); available at: www.iog.ca/view_publication_section.asp?area=5&sideNav=31#pub_108.

- Martha Golensky, “‘Best Practices’ in Board Governance: Implementing Changes that Make a Difference” (Allendale, MI: Grand Valley State University, 2002); available at: www.nonprofitbasics.org/PDF/Article15.pdf.
- Fisher Howe, *The Nonprofit Leadership Team: Building the Board-Executive Director Relationship* (San Francisco: Jossey-Bass, 2004).
- Illinois Arts Alliance, *Succession: Arts Leadership for the 21st Century* (Chicago: Illinois Arts Alliance, [no date]); available at: www.artsalliance.org/leadership.shtml → “Publications” [at right; click on titles].
- Institute on Governance website: “Functions [of a Board]”, available at: www.iog.ca/boardgovernance/html/mod_elm_fun.html under Models → Elements of a model → Functions.
- David S.R. Leighton & Peter A. Herrndorf, “Are Two Heads Better Than One?”, *International Journal of Arts Management* 4, 2 (Winter 2002), pp. 4-8; order at: www.hec.ca/ijam/issues.htm.
- Henry D. Lewis, “Founder’s Syndrome: An Affliction for Which There is Rarely Immunity,” *Nonprofit Boards and Governance Review*, June 26, 2002; available at: <http://charitychannel.com/publish/templates/?a=615&z=19>.
- Mark Light, *The Strategic Board: The Step-by-step Guide to High-impact Governance* (New York: John Wiley and Sons, 2001).
- Merianne Liteman, *Planning for Succession: A Toolkit for Board members and Staff of Non Profit Arts Organizations* (Chicago: Illinois Arts Alliance, 2003); order at: www.artsalliance.org/l_toolkit.shtml.
- Grant MacDonald, “Managing Board Conflict” (Halifax, NS: Dalhousie University Non-Profit Sector Leadership program, 2003); available at: www.dal.ca/~henson/nonprofit/governanceAndBoardDevelopment.html [go to middle of webpage].
- Jane Marsland, “How We Work Together,” in *The Textile Museum of Canada: A Repositioning and Strategic Planning Document* (Toronto: Textile Museum of Canada, 2003); available from Natalie Nagy, ED by contacting her directly at: nnagy@textilemuseum.ca.
- Nello McDaniel & George Thorn, *Arts Boards: Creating a New Community Equation* (New York: Arts Action Issues, 1994); order at: www.artsaction.com/Pages/AAI.html.
- Nello McDaniel & George Thorn, *Toward a New Arts Order: Process, Power, Change* (New York: Arts Action Issues, 1993); order at: www.artsaction.com/Pages/AAI.html.
- Carter McNamara, “Founder's Syndrome: How Corporations Suffer -- and Can Recover (for nonprofit or for-profit organizations) (1999),” Management Assistance Program for Nonprofits website; available at: www.managementhelp.org/misc/founders.htm.
- Carter McNamara, “Suggestions to Enhance Working Relationship Between Board Chair and Chief Executive (1999),” Management Assistance Program for Nonprofits website; available at: www.mapnp.org/library/chf_exec/ed_chair.htm.
- Muttart Foundation, “Hiring and Performance Appraisal of the Executive Director: A Self-Guided Workbook” (Edmonton, AB: Muttart Foundation, 1998); available at: www.muttart.org/workbooks.htm.
- nonprofits.org website [Minnesota Council of Nonprofits’ Internet Nonprofit Center], “Nonprofit FAQ” [Frequently Asked Questions]; available at: www.nonprofits.org/npofaq → “Organization” → “Board-Staff Relations”; including “What should be the relationship between the board and the executive director” (at: www.nonprofits.org/npofaq/03/16.html).

- Panel on Accountability and Governance in the Voluntary Sector, *Building on Strength: improving Governance and Accountability in Canada's Voluntary Sector* [often referred to as the "Broadbent Report"] (Ottawa: Panel on Accountability and Governance in the Voluntary Sector, 1999); available at: www.vsr-trsb.net/pagvs/.
- Tim Plumptre & Barbara Laskin, "From Jeans to Jackets: Navigating the Transition to more Systematic Governance in the Voluntary Sector" (Ottawa: Institute on Governance, 2003); available at: www.iog.ca/view_publication_section.asp?area=5&sideNav=31.
- Tom Reitz, "Governance is Governance," presentation delivered as part of the Ontario Museum Association and the Provincial Ministry of Culture Museum Standards Workshops, November 2002; available in the members area of the Ontario Museum Association at: www.museumsontario.com/members/standards_main.shtml.
- Larry Thomas, *Effective Board Governance: A Handbook for Board Members and Administrators of First Nations' Boards* (First Nations Education Steering Committee, no date); available at: www.fnesc.ca/publications/pdf/Governance_Handbook_FN.pdf.
- Johanne Turbide & others, « Séminaire : Constitution d'une OBNL [organisme à but non lucratif] à vocation culturelle ou artistique : Constitution-Responsabilités du CA [Conseil d'administration] »; available at : <http://www.managementculturel.com/seminaire.asp?page=5§ion=1&seminaire=turbide2> [find article in navigation bar at left]; articles referenced are: « Efficacité d'une réunion »; « Fonctions d'un CA »; « Règles de base ».
- Vancouver Arts Stabilization Team (VAST) / Arts Partners in Organizational Development (ArtsPOD), "Organizational Assessment Guide" (1999); available at: www.artspod.ca/assessment-guide.html.

Appendix C: Acknowledgements

The contributions of many individuals and groups have made this publication possible. The core organizations involved in Creative Management Project – the Canadian Conference of the Arts, the Cultural Human Resources Council, Canadian Heritage and the Canada Council for the Arts – wish to express their appreciation and thanks for all the support. Thanks also to the Ontario Museum Association for allowing us access to their excellent members website.

Creative Management Project Management Team

Jean Malavoy, Canadian Conference of the Arts
Susan Annis, Cultural Human Resources Council
Robert Hunter, Canadian Heritage
Jocelyn Harvey, consultant to the Canada Council for the Arts

Consultant

Sibyl Frei, Principal of DeGros Marsh Consulting, researched and wrote this document. She is an arts consultant and co-ordinator of the Creative Management Project.

Contributing Reviewers

Tammy Adkin, London Regional Children’s Museum
Deborah Andrews, Canadian Film and Television Production Association
Paulette Gagnon, Fédération culturelle canadienne-française
Michael Jones, School of Toronto Dance Theatre
Kay Kanbayashi, Canadian Music Centre
Marie Lalonde, Ontario Museum Association
Micheline Mckay, Opera.ca
Christine Moynihan, Dance Umbrella of Ontario
Nataley Nagy, Textile Museum of Canada
Francine Périnet, Oakville Galleries
Joysanne Sidimus, Dancer Transition and Resource Centre
Catherine Smalley, George Cedric Metcalf Foundation
Lucy White, Professional Association of Canadian Theatres
Alexa White-Hawley, Nathaniel Dett Chorale
Megan Davis Williams, Ottawa Art Gallery
Deborah Windsor, The Writers Union of Canada

Funding Partners

We would like to express thanks to and acknowledge the support of:

The Samuel and Saidye Bronfman Family Foundation



The Government of Ontario
through the Ministry of Culture



Canadian
Heritage

Patrimoine
canadien



THE ONTARIO
TRILLIUM
FOUNDATION

LA FONDATION
TRILLIUM
DE L'ONTARIO



Canada Council
for the Arts

Conseil des Arts
du Canada

© 2005: Canadian Conference of the Arts & Cultural Human Resources Council.

Permission is given to any not-for-profit organization to photocopy any or all of this publication for use within their organization. Credit for its duplication should be given to the “Creative Management Project, a collaborative project of the Canadian Conference of the Arts, the Cultural Human Resources Council, the Department of Canadian Heritage and the Canada Council for the Arts”.