Policy Governance Overview

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Policy Governance is a governance structure that assists a board to take greater control of the organization it is charged to oversee through explicitly articulating what it expects from the organization, as well as how it will hold the chief executive officer (CEO, or superintendent in the case of a school) accountable to accomplish these expectations. John Carver created the model in the mid 1970s and was born from frustration of the way governing bodies went about doing the work boards do without any sense of tapping their own dreams and energies for why they became board members in the first place.

> "With good evidence, many people believe that boards will always stumble from rubber-stamping to meddling and back again. They believe the realities of group decision making forever destine boards to be incompetent groups of competent people. My impressions, too, are just as dismal, but I believe the cynicism is justified only so long as boards continue to be trapped in an inadequate design of their jobs." (Carver, 2006, p. xiii)

The basic concept Carver argues is that people who serve on boards are "trapped" in a structure of their own creation, one that is designed to control an organization, yet ultimately ends up controlling them. It is this notion that caused Carver to rethink how governance should be redesigned. "The failures of governance are not a problem of people, but of process" (Carver, 2006, p. xv). Policy Governance, therefore, is a change in process that causes the rethinking of how a board defines its work and role as representatives of the owners of the organization. Carver believes that, "… the purpose of governance is to ensure, usually on behalf of others, that an organization achieves what it should achieve while avoiding those behaviors and situations that should be avoided." (2006, p. xxxviii).

The central idea of the model is the clear articulation of the values and expectations of the board of directors, who are the elected representatives of the owners of the school district, and to commit in writing to defining what the organization is expected to accomplish along with the behaviors that are unacceptable in the process of achieving the desired outcomes. It is these clearly defined expectations and unacceptable behaviors of those who are delegated the responsibility to achieve the desired outcomes that results in the written policies that comprise Policy Governance.

These policies are organized in four different sections, each with a specific focus. They are: 1) *Governance Process Policies* detail how the board itself functions and describes its responsibility as representative of the owners of the district; 2) *Board/Superintendent Relations Policies* detail the separation of board and superintendent roles along with the accountability of the superintendent to the board; 3) *Executive Limitations Policies* show what actions are to be avoided by the superintendent while in pursuit of the desired organizational outcomes; and lastly 4) *Ends Policies* are a description of the desired organizational outcomes with corresponding measures of acceptable achievement. These policies are created to capture the board's values and beliefs (through a process of linkages back to the owners of the district) and it is the process of creating and consistently reviewing these explicit expectations within the policies that provide the clear and empowering direction for the staff to work towards the stated results. Each of these four sections of the model play very important roles that influence the effectiveness of this

governance structure. The following is a further discussion of each area, the specific role that each section plays and which decision makers and/or stakeholders are involved.

Governance Process Policies are focused on the board and the board alone. Even though these policies create ramifications for the superintendent, and are accessible to all stakeholders, they articulate the board's commitment to the governance structure and delineate important operational protocols so all board members clearly agree on and understand how the board operates. These policies are familiar to most board members because they parallel the Washington State School Directors Association (WSSDA) 1000 Series policies on the Board of Directors. The major difference between the 1000 Series WSSDA policies and the Governance Process (GPs) policies are the commitments stated in a policy known as Governance Style (GP-2 – see appendix A), which defines the board's work in a Policy Governance environment. These policies are critical for effective working relationships between the board members, which is required to therefore be able to have the best working relationship with the superintendent.

Board/Superintendent Relations Policies are created to have a common understanding between the elected owner representatives and the superintendent who is hired to accomplish the board's organizational expectations. These policies articulate the commitments and responsibilities about roles the board and the superintendent must operate from. They are critical in that they are the written principles and agreements on how the board (as a whole, not as separate board members) will work with and hold the superintendent accountable for achievement of the board's Ends. Two of these policies in particular are critically important because they articulate expectation of accountability (B/SR-3 - see appendix B) and show the delegation of authority to the superintendent (B/SR-4 - see appendix C). These documents are essential because they clearly inform the superintendent that he/she has pre-approval to act on the board's written policies (described in the Executive Limitations and Ends Policies), and that the board will monitor through internal reports, external reports or by direct observation to ensure that the superintendent has met the expectations of the Executive Limitations policies and/or has made adequate progress toward achievement of the Ends policies.

Executive Limitations Policies define the boundaries or off-limit actions that the superintendent must avoid as part of all efforts to accomplish the expected organizational outcomes (Ends). One of the criticisms of Policy Governance is that these policies are written in negative language (Brudney & Nobbie, 2002). As Carver (2006) explains, these policies are written in a negative language so as to define limits and avoid the board telling the superintendent to execute a particular action (means). These policies are an essential part of the Policy Governance model because they display the board's values about what is imprudent and/or unethical and the style in which they are written is part of the power they provide to the model.   Carver describes the power this style of writing provides when he says it's good that people

> "…desire to be positive rather than negative. Such a motivation is commendable, but it overlooks an irony of delegation. The positive approach a board can take towards its subordinates' means is verbally negative. Conversely, the most negative approach is prescriptive and positive. Telling a subordinate how to do a task automatically eliminates all other methods. Telling a subordinate how not to do it leaves open all other possible methods. Good supervision leaves as much freedom as possible." (Carver 2006, p. 122)

Beyond the above statement that the negative style of writing the Executive Limitations is actually a form of good supervision, Carver further defends his position when he proclaims that if the Executive Limitations were written in positive terms it would cause unintended consequences that might undermine the entire model by reducing accountability for organizational results. In his explanation about the importance of Executive Limitation Policies to the entire model, he provides three specific points on this matter in support of the value of having Executive Limitations Policies (both as a policy section and as a style of writing). The first point is organizational effectiveness does not require inspection of the means, so spending energy on "how" the organization gets the job done will only draw energy of the board away from more important work, thus trivializing the board's policy setting role and cause the board to go into an area where as a group they are not trained to make decisions. Next, Carver argues that if a board does delve into the means arena when and if they choose (collectively or by individual board members), it will unintentionally weaken the "…integrity of management and cheapen the meaning of staff accountability" (Carver 2006, p. 120). Finally, boards cannot ensure that the actions of the CEO are prudent or moral by only looking at the results or accomplishment of the Ends.

With all three of these factors in mind, Carver contends the board must have a mechanism to verify that what the board values in terms of business operations are being adhered to without crossing into directing superintendent actions and/or undermining the system's ability to be held accountable. Therefore, the Executive Limitations serve as a written description of balancing the effective use of the board's time in a manner that does not undermine their ability to assign the accountability for results (or lack thereof) to the superintendent, and at the same time allows them a mechanism to ensure the values they hold true for the organization are being met on behalf of the owners. Carver sums up the negative language of the Executive Limitations when he states that they are written in a manner that is "… an unfamiliar, but extremely succinct, policy wording that places more value on precision governance than on rhetorically pleasing language" (Carver, 2007, p. 1).

On top of the Executive Limitations policies being specific communication from the board to the superintendent about CEO accountability for organizational performance, they also serve a broader purpose. First off, depending on the size of the organization, it is highly unlikely that one person (the superintendent or CEO) will have the time or ability to personally collect the appropriate information necessary to prove avoidance of the off-limits behaviors/actions delineated in the Executive Limitations. Therefore, the involvement of other individuals within the organization to collect the evidence needed for monitoring reports showing compliance with these policies will most certainly occur. This serves to disseminate the board's expectations through the organization in a written form. Secondly, the open communication of the monitoring reports by the superintendent provides organizational transparency to not only the owner representatives (the board), but also to the owners. This creates a flow of information beyond the organization, which demonstrates the owner representatives (the board) are fulfilling their responsibilities on behalf of the owners for organizational oversight and accountability. The combination of these two broader purposes for the Executive Limitations widens the flow of information beyond the individuals who comprise the board (out to the owners) along with the superintendent (throughout the organization) (Hughes, 2007).

Ends Policies are the fourth and final policy section within the Policy Governance model, and one that has the greatest potential impact on the organization. These policies describe in the broadest terms what the organization is expected to accomplish on behalf of the owners. In the

case of school districts, this means what the organization is expected to accomplish for students in the form of direct student outcomes.

In order to have the greatest impact, Carver states that a board's Ends Policies must have seven specific attributes. These policies should have a *Strict Results Focus*. They must be written from a perspective of results and not activities to achieve the desired results. The policies need to be *Succinct and Focused*. The Ends must be a brief and to the point expression of the expected outcomes so as to provide the greatest clarity and reduce the chance of being overlooked by the superintendent (CEO). The Ends should also be written using *Authoritative* wording. With the Ends being the heart of Policy Governance, being soft in stating the desired outcomes can undermine the focus and directness of the message. If the board is going to articulate any result as important and worthy of organizational energy, then they should do so with clear and forceful statements.

From these initial attributes, the Ends policies need to have *Proper Categorization*. To be clear and authoritative, straightforward and easily understood, having categories in which to organize and effectively communicate them to the CEO it is essential. The Ends policies must also be *Horizontally Integrated*, since organizations are not isolated entities. With the ownership potentially involved with multiple organizations, the Ends of one organization must integrate or align with others so as to create effective associations and reduce potential owner conflict. In addition to horizontal integration, the policies also need to be *Vertically Integrated*. In other words, all the Ends policies must align vertically within the defined categories. Any Ends that are not connected to the stated framework either vertically or horizontally should be eliminated or associated with a broader category, which are part of the organization's overall mission. Finally, the Ends policies must have a profound *Starkness* to what they are stating. The Ends policies must be aimed at obtainment of a specific and clear purpose. Slogans or statements designed as public relations tools are counter-productive and wasteful of the organization's best energy. In the end, lack of starkness of any Ends policies will undermine the whole effort and the importance of this facet with the Policy Governance model (Carver, 2006).

Because the Ends are focused on the direct purpose of the organization, which in the case of a school district is about students, their impacts go beyond the superintendent. Just as the Executive Limitations will require staff collection of evidence in support of the superintendent's reports to the board, so too will the Ends policies. However, the Ends are where the organizational rubber hits the road, so to speak. Therefore, the Ends will have the greatest potential impact of all the four policy sections. Those who could be interested in the Ends policies goes even beyond the students, and could/should include staff, parents and community members about what these policies say regarding what the organization is focused on achieving.

Considering all four sections of the Policy Governance model, there should be no doubt that each have a specific purpose and are essential for the overall success of the model. Beyond these four policy sections, Carver puts forward other specific requirements (See appendix D) that are essential in order to have a complete Policy Governance model. Briefly stated, Carver states boards must govern proactively through explicit statements of values, rather than reactively or through event-specific decisions. They need to focus on the long-term point of view as their major contribution to the organization. Boards also need to avoid directing staff means so as to provide the maximum latitude for creative solutions to meet the expected Ends.

To assist in this effort to provide the greatest latitude for staff, boards need to begin any discussions to resolve value issues from the broadest perspective possible. Carver further argues that a board's job must include linkage with the ownership, provide explicit governing values

(policies) and obtain assurances of executive performance. These assurances of executive performance are achieved through reviewing monitoring reports provided by the CEO on achieving the Ends policies and avoidance of violating the Executive Limitations policies. This is accomplished through the regular monitoring of staff performance as compared to the Ends and avoidance of the Executive Limitations. The board's job may also include the creation of special committees to assist in doing their work, but they may not form committees to do the work expected of the superintendent. And finally, boards must spend time creating the future rather than simply reviewing the past. Appendix E further explains these board job requirements that comprise what must exist in order to accurately state that a board is using Policy Governance.

     For certain, Policy Governance makes it clear that a board's work to initiate and maintain the model requires discussion and debate of the board's values. They must do so in the creation and maintenance of the four policy series to guide the superintendent as well as clearly state the desired outcomes expected from the organization. This is the board's ultimate responsibility as the elected owner representatives. It is this process of articulation of values and expectations that are written into policies, which expand the organizational knowledge and in turn releases the energy within the system to accomplish the desired outcomes. It is said that individuals are the creators of new knowledge, but organizations are instrumental in the "… articulating and amplification [of] that knowledge" (Nonaka, 1994, p. 14). The policies of the board serve as a powerful force that directs the organization, one that is key to "articulating and amplifying" the organizational knowledge on behalf of the students it serves.

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APPENDIX A: GOVERNANCE POLICY – GP-2

GOVERNING STYLE   GP-2

The Board will govern with emphasis on organizational vision rather than on interpersonal relationships; encourage diversity in viewpoints; focus on strategic leadership rather than administrative detail; observe clear distinction between Board and Superintendent roles; make collective rather than individual decisions; exhibit future orientation rather than past or present; and govern proactively rather than reactively.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board will work in partnership with the Superintendent, staff, students, parents, and the community. The Board, not the Superintendent or staff, will be responsible for excellence in governing. The Board will use the expertise of individual Board members to enhance the ability of the Board as a body, but will not substitute individual judgments for the Board's collective values.

2. The Board will hold itself accountable for governing with excellence. This self-discipline will apply to attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuity of governance capability.

3. The Board will direct, control, and inspire the district through the careful establishment of written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term benefits for students, not on the administrative or programmatic means of attaining those benefits.

4. Continuous Board development will include orientation of candidates and new members in the Board's governance process and periodic Board discussion and evaluation of process to assure continued improvement.

5. The Board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling its commitments.

6. The Board will monitor the Board's process and performance quarterly (March, June, September and December). Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories.

7. The Board, by majority vote, may revise or amend its policies at any time. However, the norm is after review and monitoring as scheduled in GP-8-E, a proposed policy revision will be discussed at one session of the Board prior to being approved at a subsequent Board meeting. In emergency circumstances, the Board may approve a policy change without delay.

APPENDIX B: BOARD-SUPERINTENDENT RELATIONS – B/SR-3

ACCOUNTABILITY OF THE SUPERINTENDENT   B/SR-3

The Superintendent is the Board's only link to the operational organization. All authority over and accountability of staff, as far as the Board is concerned, is considered to be the responsibility of the Superintendent.

Accordingly:
1.   The Board or individual members will never give instructions to persons who report directly or indirectly to the Superintendent.

2.   The Board will not formally evaluate any staff member other than the Superintendent.

3.   The Board will view Superintendent performance as organizational accomplishment of the Board's Ends policies and compliance with the Board's Executive Limitations policies.

APPENDIX C: BOARD-SUPERINTENDENT RELATIONS – B/SR-4

DELEGATION TO THE SUPERINTENDENT   B/SR-4

The Board will instruct the Superintendent through written policies which prescribe the organizational ends to be achieved and describe organizational situations and actions to be avoided, and will allow the Superintendent to use any reasonable interpretation of those policies.

Accordingly:
1. The Board will develop policies instructing the Superintendent to achieve stated results for identified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Ends policies.

2. The Board will develop policies which limit the latitude the Superintendent may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.

3. As long as the Superintendent uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Superintendent is authorized, within the provisions of applicable statutes and regulations, to establish all further policies, make all decisions, take all actions, establish practices and develop all activities he/she deems appropriate to achieve the Board's Ends policies.

4. The Board may change its Ends and Executive Limitations policies at any time, thereby shifting the boundary between Board and Superintendent domains. By doing so, the Board changes the latitude of choice given to the Superintendent. However, as long as any Board specified delegation of authority is in place, the Board will respect and support any reasonable interpretation of its policies, even though Superintendent choices may not be the choices the Board or its members would have made.

APPENDIX D: CRITERIA FOR POLICY GOVERNANCE

1. *Govern Proactively* through explicit statements of values, rather than reactively or through event-specific decisions.
2. *Focus on the Long-Term Point of View*. This is the board's major contribution to the organization.
3. *Avoid Directing Staff Means*. Address Staff Means only in a negative or constraining way in order to leave maximum freedom, but within clear limits.
4. *Resolve Value Issues from Broadest Perspective*. Always resolve value issues starting from the largest, granting the Chief Executive authority to decide all further (smaller) issues.
5. *Ensure the Board's Job Contributions or Products Include*:
   a. Linkage with the ownership
   b. Explicit governing values (policies)
   c. Assurance of executive performance
6. *Ensure the Chief Executive Accomplishes the Ends and Avoids the Executive Limitations.*
7. *Monitor on a Regular Basis Staff Performance as Compared to the Ends and Avoidance of the Executive Limitations.* The results of this evidence will serve as the basis for the CEO's evaluation by the board.
8. *Organize Committees when needed to assist in Doing the Board's Work and not that of the Superintendent.*
9. *Spend Time to Create the Future rather than Simply Reviewing the Past.*

APPENDIX E: BOARD-SUPERINTENDENT RELATIONS – GP-3

BOARD JOB DESCRIPTION   GP-3

The job of the Board is to represent our community and to lead the district by determining and demanding excellent organizational performance. To distinguish the Board's own job from the job of the Superintendent, the Board will:

1.   Ensure that the mission and Ends are the focus of organizational performance.

2.   Use appropriate avenues to ensure input from students, staff, parents and the community as a means to link to the entire community.

3.   Develop written governing policies at the broadest levels.
        a.   **Ends:** Organizational products, impacts, benefits, or results for specified recipients and their relative worth (what end result is desired for whom and at what cost).
        b.   **Governance Process:** How the Board will conceive, carry out and monitor its own work.
        c.   **Board/Superintendent Relationship:** How authority is delegated and its proper use monitored; the Superintendent's role, authority and accountability.
        d.   **Executive Limitations:** Constraints on executive authority which establish the practical, ethical and legal boundaries within which all executive activity and decision-making will take place.

4.   Ensure Superintendent performance by monitoring Ends and Executive Limitations policies.

5.   Ensure Board performance by monitoring Governance Process and Board/Superintendent Relationship policies.