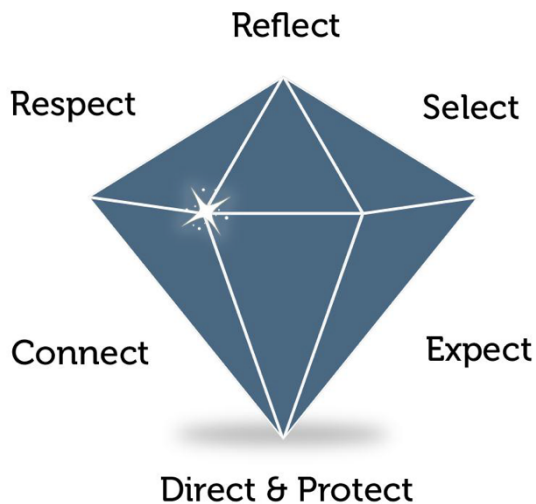


# The Governance Excellence Model



Governing well is no easy task. It takes knowledge, skill, and experience. It takes courage and character. And it takes teamwork, in the sense of everyone bringing their unique talents and backgrounds to work together for the best interests of the people the board serves. The track record of board disasters over the past several years underscores how demanding board work can be. But even with all the challenges, it need not be complicated.

The Governance Excellence Model illustrates the keys for boards to do their part in making their organizations successful. Shown as a diamond—a GEM—it has six facets or areas of responsibility. There are disciplines associated with each area of responsibility and these disciplines capture the essence of the board's work. In the following section, the disciplines are listed and their associated areas of responsibility. Some elaboration is provided for each area of responsibility. Remembering the seven disciplines will best help board members keep their governance priorities top of mind.

## Direct... Organizational Performance

- Define and refine the vision, mission, and values
- Determine key result areas
- Establish the governing policies that guide the organization

## & Protect... the Interests of the Owners

- Ensure that key result areas and policies are met through appropriate auditing and reporting
- Maintain a culture of performance improvement for both the Board and the CEO

## Expect... Great Board-Management Interaction

- Articulate board expectations of the organization and CEO
- Establish and maintain the communication process between board and CEO, including confirmation of CEO performance
- Foster an effective team dynamic between board and CEO

## Respect... Owner Expectations

- Listen, to understand owners
- Invite input from the owners
- Help owners understand board actions and organizational results

## Reflect... on Organizational Results

- Understand and think about the results of the organization's operations and the reasons for deviations from projections

## Select... Prominent Leadership

- Ensure the officers and directors project credibility to key audiences
- Choose people with the skills, values, and credibility to fulfill their key responsibilities
- Remove people from these roles if they compromise the organization's effectiveness

## Connect... for Healthy Board Relations

- Agree upon, understand, and comply with the expectations of each other as board members
- Create and follow a communication process within the board
- Contribute to an effective team dynamic within the board

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