REDWOOD EMPIRE FOOD BANK

Board Governance Model

From Liz Callahan, Full Spectrum Coaching & Consulting

The Board's role is commonly influenced by where the organization is in its life cycle:

- Early on an organization will usually have a very hands-on or "operational" board.
- As it matures, with increases in programs, staff, and budget, and complexity, the organization requires less board operational involvement and more board "governance".
    - No Board member micromanagement of CEO or management
    - Board is still the CEO's "boss" from a legal perspective, and must take action when there is a problem, but…
    - Board is not the CEO's day-to-day manager
    - **Board is the CEO's "consultant**"

In 2015 the Board chose to move to this "governance" model, having recognized the Redwood Empire Food Bank's growth in programming, size, staff sophistication and expertise. That meant fewer Board committees, and more Board time looking at the organization from a position of high-level **governance and suppo**rt to the CEO and management.

Strategic Governance

- It's not about coming up with management solutions, unless we are asked by the management for support/advice. This happens in our Governance Committee meetings and Executive Committee meetings. The exception is if we see a serious problem that is not being addressed, in which case it is our fiduciary duty to get involved and address the problem.
- It ***is*** about working with management to understand and make sense of the challenge or problem.
- It is a "**thought partnership**" in which there needs to be a high degree of trust and respect for the CEO/management
- It is a way for the Board to exercise its fiduciary duties of care, loyalty, and inquiry in a manner that is often better suited to the size and sophistication of a mature and professionally run organization. It allows the Board to satisfy its fiduciary duties and be more creative.

Strategic Board Meetings

- Board and management think together about strategic priorities and strategic drivers
- Board structure is flexible and mirrors organizational priorities

- Board meetings are content-driven and varied, including high-level learning and discussions, not just reports from staff and committees.

GOVERNANCE	SUPPORT
• Outside-in • Legally constituted body with fiduciary duties to be satisfied (See Jeremy's annual Board duties letter) • Functions as a group • Non-Negotiable, Statutory Role • Hires, evaluates, fires, and sets CEO compensation; Reviews and approves budgets and tax returns; Reviews and approves annual audits	• lnside-out • Not required by law • Functions as individuals • Negotiable Roles • As invited by CEO and management