



# Five questions every CEO and Board Chair should address - *together*

by Sam Pettway

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Having worked with literally hundreds of CEOs and board chairs of nonprofits and foundations, my BoardWalk colleagues and I have experienced firsthand the power behind a board chair and CEO working in truly effective partnership on behalf of a specific mission. We've also seen organizations flounder when those relationships were less than optimal.

Even marginal improvements in the working relationship of this critical duo can have an outsized impact on an organization's ability to serve its mission and enhance its impact. Similarly, any dysfunction in the relationship may be more apparent to colleagues throughout the organization than either the chair of the board or chief executive officer might like to think.

In our ***Five questions*** series, we have addressed a number of issues relevant to nonprofit governance and leadership, but few are as personal as the relationship of the Chair and the CEO.

From conversations with leaders in both roles, a few of whom have sat on both sides of the table (albeit with different organizations), we have developed a set of deceptively simple questions we think relevant whenever there is a transition in board chair or CEO:

1. Why are *you* here?
2. How do you define success?
3. What do you expect of me?
4. What matters most?
5. Where do we draw the line?

*Bonus:* What big things could we accomplish together?

## ***1. Why are you here?***

Whether you are the chair or the CEO, you should know what attracts your partner to the mission both of you are serving, just as your partner should know what attracts you. From all the ways each of such accomplished leaders might be spending their time, what makes this outlet, this involvement so compelling?

Openness about your respective drivers will inform each of you about your motivation, your shared values and your path to this point. When we ask

such questions, we always learn something of genuine interest, and we are often pleasantly surprised by what we hear.

**Sidebar:** Get personal. Don't settle for the canned answer.

## **2. How do you define success?**

Those of you who have seen our other articles in this series will recognize this first question, as it is one we find appropriate to many mission-centered conversations. As paraphrased from *Alice in Wonderland*, "If you don't know where you're going, any path will get you there."

In the present instance, we suggest you tackle a straightforward question: "How do the two of us define success for this relationship?" In other words, for *this* pairing (i.e., this CEO and this chair), which are the goals, priorities and protocols on which you clearly agree, which are merely compatible, and which might even have the potential to put you in conflict with one another?

Whatever the case, be sure to state your definition of success in the context of the organization's overarching strategy, even if one is in the process of being developed.

**Sidebar:** Don't overlook the tactical consideration of your communications with one another—how often, via what media (email, phone, whatever), and on what issues. Incumbents tell us these small issues can become major potholes on the road to effective chair/CEO clarity relationships interchange.

## **3. What do you expect of me?**

Having delineated a shared view of success, the chair and CEO are well positioned to articulate what they expect of each other. In most cases, one of the parties will have been in the role longer than the other; even if both are brand new—*especially* if both are brand new—setting out expectations with and for each other can be a healthy exercise.

One CEO we know worked initially under a board chair who could charitably be considered a micromanager. His next chair brought a completely different perspective to the role, expecting the CEO to take the sort of initiative that would have caused the predecessor chair to bristle. It was a welcome growth opportunity for the CEO, but the change in expectations still took time to process.

The expectations are not always around lofty goals or policy issues. One experienced advisor and board leader we know says first-time chairs of even the most mature foundations and nonprofits may feel the need to check in with the CEO every two or three days. New CEOs speak of being surprised by expectations that were never given voice; one wag even goes so far as to describe expectations as “planned resentments.”

When the chair and CEO can set clear expectations among themselves—around goals, aspirations and even communications style—they establish yet another positive model for the rest of the team while creating a straightforward opportunity for evaluation and feedback.

**Sidebar:** Anecdotal evidence suggests the chairs routinely want more interaction than CEOs find useful. Finding the right balance is a key to true success.

#### **4. What matters most?**

Even the best leaders, whether on the board or staff, have their blindsides and biases, and they can get sidetracked by issues that may not be central to the success of the issue or initiative at hand. If you are working from a map of Illinois and your partner in this relationship has a map of Maine, you are going to be hard-pressed to agree on how to get to Virginia. A continuing discussion of *what matters most* is another way to develop a shared map to success, keeping peripheral issues peripheral and central issues central.

That said, a true conversation (as opposed to two monologues) requires that the CEO and chair be comfortable with contention.

In a seminal piece in *Harvard Business Review*,<sup>1</sup> Jeff Sonnenfeld says part of “What Makes Great Boards Great” (the article’s title) is “a virtuous cycle of respect, trust and candor.” Central to governance success, he suggests, is the willingness to “foster a culture of open dissent.” Dissent in the boardroom makes many CEOs nervous, but vigorous, respectful discussions of tough issues with the chair and, in time, by the board is a terrific way of ensuring a focus on what matters most.

**Sidebar:** Even Peter Drucker, one of the wisest observers of organizational dynamic ever, noted that culture trumps strategy. Don’t overlook the role of cultural norms, especially if those norms need to change.

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<sup>1</sup> “What Makes Great Boards Great,” HBR, September 2002

## **5. Where do we draw the line?**

This question speaks to the line between management and governance. Fact is, some CEOs view their boards as burdens to be borne rather than assets to be leveraged, and some board chairs think the world would be a better place if only the CEO were not so prickly, hardheaded or even popular.<sup>2</sup> A key challenge, of course, is agreement on just what the board's proper role actually is—and, as the lead example, what the proper role is for the chair of that board.

Rather than offer a prescription on where a board should be on a scale from abdication to micromanagement, we recommend that each board determine for itself where it is and where it wants to be on a continuum that's relevant to your organization. In short, between the board and the CEO, who's responsible for what now, and who should be?

The line between governance and management is a flexible one, and different circumstances and different leaders will move the line as circumstances dictate. The key is for the chair and CEO to differentiate where the balance is now from where they would like it to be. By starting the conversation with the two people most affected by any tensions, the rest of the board will be readier to address the dynamic tension between board and staff roles that is both natural and necessary.

**Sidebar:** If your organization has just gone through a CEO change, the board will likely have been more involved in operational decisions than normal, especially if the succession is from a long-serving leader whom the board trusted deeply. The pendulum will continue to swing, but trust relationships cannot be rushed.

### ***Bonus question: What big things might we accomplish together?***

Assuming everyone is comfortable that the fundamental responsibilities of governance are being met, the chair/CEO can focus on the truly rewarding opportunities. "If we were really attentive and aligned," goes the thinking, "what big things might we be able to accomplish together?" If you've laid the groundwork outlined above, the potential is unlimited. For sure, as one observer put it, "The best is yet to come!"

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<sup>2</sup> In informal surveys of nonprofit CEOs we have conducted from time to time, the percentage of CEOs who rate their boards near the "irrelevant" end of the scale is about the same as those who as they say their boards are "indispensable."

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In summary, the board chair and CEO occupy roles of exceptional importance to the success and vitality of foundations and the nonprofits they champion. Whether the organization be a think tank, a theatre or a grantmaking foundation, the way the two occupants at the top address their respective roles and each other can have enormous impact on institutional success.

We hope the questions posed here will help you approach your leadership role with comfort, candor and heightened curiosity.

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*Sam Pettway is the Founding Director of [BoardWalk Consulting](http://BoardWalkConsulting.com), a firm committed to effective leadership and governance of foundations and the nonprofit organizations and community-enhancing initiatives they champion.*

*To learn more, please call 404-BoardWalk (404-262-7392),  
email [sam@BoardWalkConsulting.com](mailto:sam@BoardWalkConsulting.com),  
or visit [www.BoardWalkConsulting.com](http://www.BoardWalkConsulting.com).*

