

GOVERNANCE RESOURCE INFORMATION

GOVERNANCE DEFINITION	1
THE ROLE OF A BOARD	2
BEING A DIRECTOR	3
<i>Legal</i>	3
<i>Competencies</i>	5
MODELS OF GOVERNANCE	6
BOARD LENSES	11
<i>What is our governance mode?</i>	11
<i>Do we have, or need, a systems view?</i>	11
<i>Are we exercising different time perspectives?</i>	12
<i>What is our organizational stage?</i>	12
ASKING QUESTIONS	13
<i>An Oversight Framework</i>	14
REFERENCES	17

GOVERNANCE DEFINITION

Governance is how an organization is directed and controlled in order to ensure its purpose is achieved. Governance includes the structures, responsibilities and processes that the board of an organization uses to direct and manage. These determine how authority is exercised, how decisions are taken, how stakeholders have their say and how decision-makers are held to account.

Good governance must be encouraged and modelled by the chair and all directors. All should have high expectations of one another and make every meeting count.

THE ROLE OF A BOARD



The board is the primary actor in and guarantor of good governance. (Other actors are members and staff). The Board is the “directing mind” of an organization. A board’s effectiveness needs to be judged against these core responsibilities:

Developing direction (mission, vision, values)

- Set the vision and mission
- Contribute to strategy development and approve the Strategic Plan
- Oversee implementation – adjust course if required

Oversight of Operations (quality and performance)

- Ensure the framework for performance oversight – corporate “big dot” (e.g. balanced scorecard, dashboard, financials, etc.)
- Review performance metrics regularly
- Ensure that the senior executive team has a plan—a “rational portfolio of projects”—with the scale and pace needed to achieve their aims. Obtain correction plans from management
- Do sufficient follow up to monitor and encourage leadership follow-through

Oversight of management

- CEO or ED is Board’s only direct report
- Ensure effective leadership is in place
- Select, define expectations and mandate, compensation, evaluation and succession planning
- Ensure clear delegation and specified limits of authority

Financial oversight and stewardship

- Ensure availability and overseeing allocation of financial resources - approve plans / budgets
- Ensure sound financial policies
- Monitor through review of financial statements and ensure accuracy and integrity of financial reporting
- Work with auditors
- Ensure legal responsibilities are met

Risk identification and oversight

- Risk cuts across all aspects of Board decision-making: strategy, finance, member and stakeholder relations etc.
- Ensure enterprise risk management is in place

- Must be knowledgeable about inherent risks and ensure appropriate risk analysis is part of Board's decision-making
- Also may/must flag unusual risk if perceived

Stakeholder communication and accountability

- Identify stakeholders and accountabilities owed
- Ensure appropriate communications with stakeholders
- Contribute to the maintenance of strong stakeholder relationships
- Advocate as a Board when required in support of mission, vision, values and strategic direction

Functioning itself as an effective governing body

- Responsible for the quality of own governance
- Establishes effective governance structures
- Recruitment of a skilled, experienced and qualified Board
- Ongoing training and education

Ensuring effective Structure and Policies

- Assesses structures
- Sets policies



BEING A DIRECTOR

Legal

Directors have discretion to exercise their powers as they deem appropriate, subject to the constraints imposed by law. Each director must act honestly and in good faith with a view to the best interests of the corporation and must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Delegation is permitted with certain exceptions and must be reasonable in the circumstances. Nonetheless, responsibility for major decisions and the exercise of general discretion will always be the responsibility of the directors.

In representing the members of the organization and acting as their 'trustee,' directors have three basic duties:

1. **The duty of diligence:** this is the duty to act reasonably, prudently, in good faith and with a view to the best interests of the organization
2. **The duty of loyalty:** this is the duty to place the interests of the organization first, and to not use one's position as a director to further private interests
3. **The duty of obedience:** this is the duty to act within the scope of the governing policies of the organization and within the scope of other laws, rules and regulations that

apply to the organization. Directors also have a duty to comply with the organization's governing documents, and to ensure that staff and committees of the organization comply as well.

A wide range of laws and statutes apply to corporations and individuals. In particular, any organization that is an employer has statutory responsibilities to its employees including:

- paying wages
- providing paid time off for holidays
- making deductions from wages and remitting these to the government
- providing a safe workplace, and
- protecting employees from discrimination and harassment.

Liability of directors: A director who fails to fulfill his or her duties as outlined above may be liable. The term 'liability' refers to the responsibility of directors and organizations for the consequences of conduct that fails to meet a pre-determined legal standard. Usually, the term 'consequences' refers to damage or loss experienced by someone, and being responsible for such consequences means having to pay financial compensation.

Liability arises in the following three situations:

1. When a law (statute) is broken. The consequences of breaking a law are:

- paying a fine
- having restrictions placed on one's rights or privileges, or
- being imprisoned.

2. When a *contract* is breached or violated, where a contract is a legally enforceable promise between two or more parties. The consequences of breaching or violating a contract are:

- correcting the breach through some form of performance or service, or
- paying financial compensation.

3. When an act, or a failure to act, whether intentionally or unintentionally, causes injury or damage to another person (*tort*). The consequence of intentionally or unintentionally injuring or damaging another person is:

- payment of a remedy in the form of financial compensation.

Clearly, volunteer directors, often unknowingly, take on a range of legal responsibilities and face many potential liabilities. Non-profit organizations often 'indemnify' their directors for liabilities that they might incur in carrying out their duties as directors. To 'indemnify' means to put someone back in the same financial position as they were in before. An indemnified director would be compensated for the following:

- legal fees
- fines that were paid under a statute
- a financial settlement that resulted from a lawsuit, or
- any other legal obligation that a director was required to fulfill.

To keep on the right side of all requirements, board members in their obligations as governors must:

- Carry out the fiduciary responsibilities
- Take actions and make decisions that reflect legal and financial responsibility. Speak up when holding an opinion different from the majority
- Attend meetings and committees. Be prepared to discuss the business on the agenda entailing reading materials in advance
- Act honestly and in good faith and in the best interests of the organization
- Demonstrate knowledge regarding the organization, its strategic plan, existing governance policies and by-law
- Act in the best interest of the organization and subordinate personal interests to those of the organization
- Act with reasonable care in all financial decision-making.

Competencies

Being a good board director involves skill and judgement. Having a mix of competent people on the board means that the board is better able to fulfil its role. While not everyone will be strong in all competencies, most nominating committees will strive to find individuals who demonstrate these qualities as their presence strengthens the board overall.

Personal/Interpersonal Competencies	Competency Description
Interpersonal Relations	<ul style="list-style-type: none"> • Establishes trust, respect and rapport • Demonstrates an ability to meet and interact with people at all levels • Demonstrates diplomacy, tact, skill and discretion when dealing with others
Communication	<ul style="list-style-type: none"> • Ability to listen • Able to present ideas and thoughts clearly
Integrity/Ethics and Values	<ul style="list-style-type: none"> • Is able to separate personal interests from organizational interests • Represents information accurately and completely • Keeps commitments • Behaves in an honest, forthright manner in all situations • Challenges unethical behavior in others • Sets an example for others to follow

Personal/Interpersonal Competencies	Competency Description
Negotiating/ Persuading	<ul style="list-style-type: none"> • Acts assertively when required – can defend and support positions • Manages disagreements with others in ways that preserve ongoing working relationships • Assists the board in making effective trade-offs • Builds on points of agreement to achieve alternatives that optimize satisfaction
Team Work	<ul style="list-style-type: none"> • Speaks positively about the team (board colleagues, staff, organization) • Energizes others (board members and senior staff) to achieve goals • Identifies others' strengths and weaknesses and adjusts own interventions to maximize team output • Publicly credits others • In conflict, encourages or facilitates a beneficial resolution
Insight/judgment	<ul style="list-style-type: none"> • Exercises authority wisely • Selects options and takes action with due consideration of organizational culture and politics
Conceptual and Critical Thinking	<ul style="list-style-type: none"> • Able to define problems, issues and opportunities and their salient aspects • Can recognize assumptions and evaluate arguments • Determines the authenticity, accuracy and worth of information or knowledge claims • Ability to change ones view based on the evidence

MODELS OF GOVERNANCE

Every board member cannot arrive in the organization and pursue their own way of governing. There has to be a consensus on how the board as a group is going to operate. A governance model is that set of operating principles and practices a board uses to assign authorities and make decisions. The purpose of a governance model is to help the board to do its job. Models help establish a culture and modus operandi that define and support the way in which a board operates.

There is no one ideal governance model but there are certainly governance functions (listed above) which must be fulfilled by the non-profit board. A good governance model:

- Ensures that non-transferable board responsibilities are fulfilled
- Sets out roles and authorities clearly
- Is appropriate to the culture and “stage and age” of the organization, and
- Incorporates general good governance practice.

Some boards function in a hands-on management capacity – especially in small or start-up organizations. An organization may have developed over time in this way and there is leadership of board members as chairpeople in all major functions of the organization. This approach depends on a close working relationship with staff. Certain functions can be shared between the Chair of a committee and a designated staffperson. Operational decisions are often discussed collectively - and evaluated by both staff and board.

- Typically this model scores poorly in terms of clarity of roles and accountability. The board is not as objective as it should be when so involved in operational leadership. There is also usually poor focus on results and performance. Rather the engagement of volunteer leaders and “process” is paramount. Diverse inputs are gained due to percolation of issues through operations to committees to the board. This “vetting” can be a strength. However staff have to take a very facilitative approach to get things done. They can become frustrated in this structure as accountability is blurry and approvals of committees are often necessary to act. Time delays can occur and overall the organization typically moves more slowly. Usually the board will struggle to be big picture and future-oriented.
- The usual solution is to delegate more operations to the staff and have him/her work with volunteer leaders drawn from membership so that board members maintain their focus on their main role. If the board members do get involved in operations, “hats” management is key. Making the transition from the board doing everything to capacity-building and broadening leadership is often the do or die challenge for struggling, overwhelmed organizations.

Strategy and Policy boards focus on strategic and values leadership providing linkage and influence with stakeholders. The board's job is to establish broad policies for achievement of corporate objectives. It does not focus on administrative or operational details, but establishes and respects the distinction between the board (governance) and management/staff (operations) roles.

Useful fundamental principles of this approach include:

- **Trusteeship:** The board, as a whole, holds the organization in trust on behalf of a larger group (the legal/moral ownership)
- **The Board's Policies are the Board's voice:** The board's group decision must be unambiguous and is recorded in policy. It is then upheld by every member of the board.
- **Boards Should Formulate Policy by Determining the Broadest Values Before Progressing to More Specific Ones:** The goal is board policy without loopholes and effective board delegation. So, the board creates policies that express its broadest values before it pronounces on anything specific. Then the board comes to a point at which it is willing to allow management to do further

interpretation of its policies. The level at which the board stops speaking is the level at which the CEO/Executive Director takes over, free to do anything that is consistent with “a reasonable interpretation” of the board’s policies.

The CEO/Executive Director is responsible, within parameters established by the board, for determining the methods or ‘means’ by which the board’s directions and policies will be executed and the desired outcomes achieved. All board authority delegated to staff is delegated through the CEO/Executive Director so that the authority and accountability of staff derives from the authority and accountability of the CEO/Executive Director. The board of directors as a group, rather than individual directors, officers or committees is responsible for providing direction to the CEO/Executive Director within the context of board policies.

The challenge of this model is the opposite of the above:

- Broad base empowerment can be reduced. This can be mitigated by having operational committees that are on the staff-led side – staff being responsible for outcomes and results but expected to work with volunteers.
- Boards can also be too disconnected from what’s going on although this can be managed by making sure there are sufficient contacts with the other levels of the organization and real-life exposure to programs and activities.
- Finally a risk is that the links between policies, operations and outcomes are left unexamined as boards if the definition of ends and policies are too highly stated.

There is no single one model that is right for all organizations. A board must shape its approach considering many things: mission, history, culture, board composition, staff capacity, business models, operational requirements, the speed of decision-making required, and so on.

Good questions to ask are:

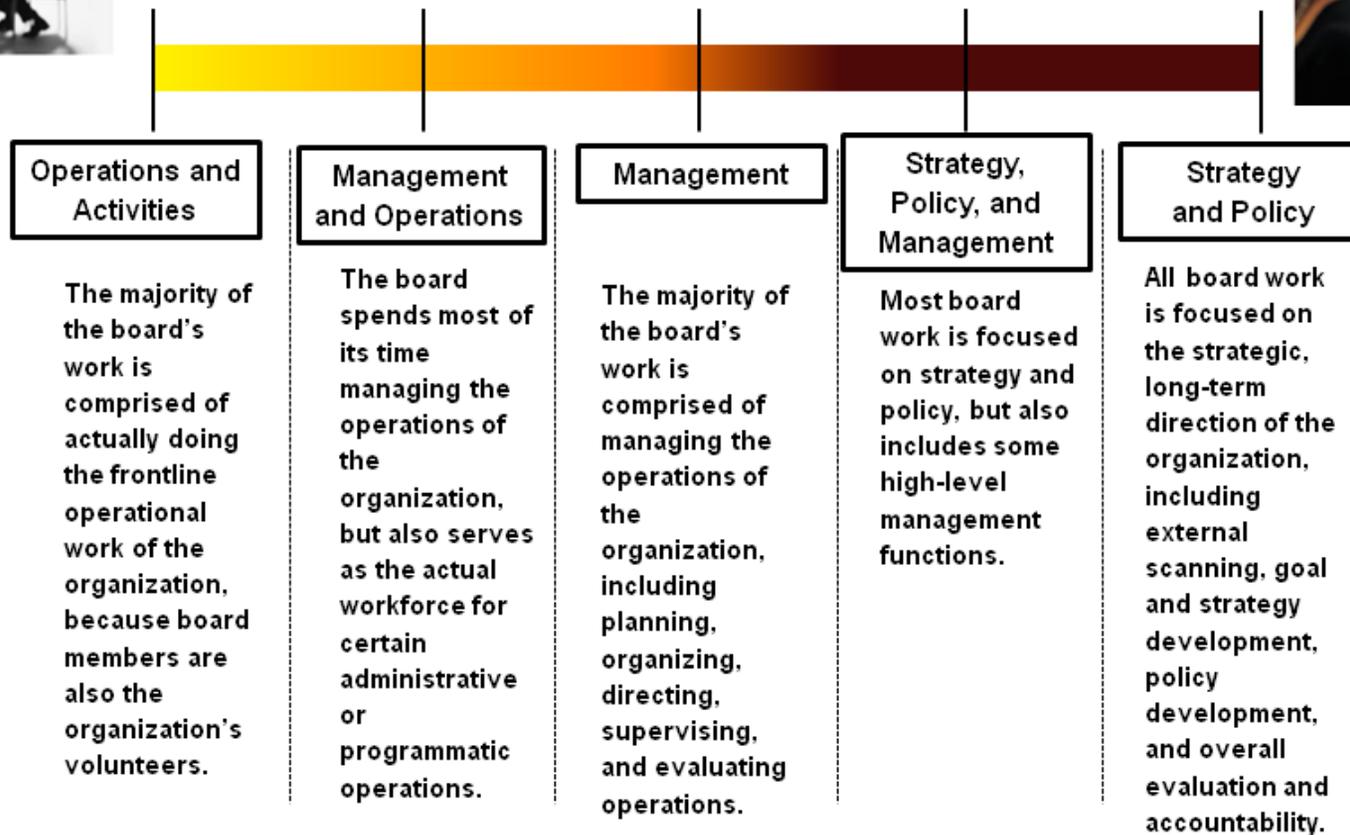
- What is required by legislation and our current by-laws?
- How do we ensure that the board is making decisions in the best interest of the entire organization and not constituent parts?
- What kind of board is needed now and in the future (competency-based, inclusive of stakeholder perspectives, etc.)?
- What must the board focus on and what can be handled by the CEO/Executive Director and staff?
- How much leeway or authority in getting the job done do we want to give our CEO/Executive Director?
- How nimble do we need our decision-making to be?
- What is the avenue of representation of our “community” to decision-makers? How do we incorporate the perspective and voice of stakeholders/members?
- How do we incorporate leader-volunteers to help represent our mission to internal and external stakeholders?
- What is the role of subject matter experts in our organization? Where, and how, do they inform us or have leadership opportunities?
- Who will establish and enforce policies and standards?
- What parts of the organization need to be connected in some way and not siloed?

However, in whatever approach is deployed, organizational resources must be used with economy, structure, focus, and clarity must be provided for all, and a foundation for performance should be laid. Success in organizations will always depend on people keeping their commitments to one another, fulfilling their roles in the organization and most importantly, achieving agreed upon results.

There is a range of governance model approaches in between as indicated on the next page:



A Board Role Continuum



Source: *The Will to Govern Well: Knowledge, Trust, & Nimbleness, Second Edition*. 2010. Page 5. Figure 1.1. Where does your organization's board want to spend most of its time?

BOARD LENSES

There are a range of thinking frameworks that help directors know what leadership role is required, what the leadership job really is in the context of an organization's development, and what intervention the board needs to make.

What is our governance mode?

According to Richard Chait, Bill Ryan and Barbara Taylor, there are three modes of governing and a board must do all three.

Boards should ensure attention and "agenda space" for discussions that cover all three categories as set out below. Most boards have not developed the third aspect – the *generative* mode of governance. It is typically under-utilized.

Fiduciary	Strategic	Generative
<ul style="list-style-type: none">• Stewardship of tangible assets, being rule-driven, institutionalizing	<ul style="list-style-type: none">• Deciding the winning strategy, monitoring the getting from A to B (being logical, prioritizing, monitoring)	<ul style="list-style-type: none">• Deciding what to pay attention to, how to frame things, exploring meaning and root causes where there are no easy answers or obvious strategy

Each mode can be summed with a question:

Fiduciary: Problems are meant to be spotted and beg the question: *What's wrong?* When wearing their fiduciary hat, boards are watchdogs focused on compliance.

Strategic: Problems are meant to be solved and beg the question: *What's the plan?* In the strategic mode, boards setting goals and mobilizing resources toward execution. They are strategists with management.

Generative: Problems are meant to be framed and beg the question: *What's the key question?* The generative mode involves directors *framing the issues* – a key job of leadership. Generative governance requires real dialogue about cutting-edge issues and allows probing of assumptions, logic, and values behind any strategy. Generative conversations precede policy and strategy and may result in a policy or strategy. Given that these conversations can be free ranging, directors should be disciplined and remember that once they start to want to guide the *daily operations* of the organization, boards must step back into their policy-making and oversight role.

Do we have, or need, a systems view?

It is the rare organization that can single-handedly address their lofty vision statements and missions. Innovation often comes from seeing things from a different point of view, which new arrangements make possible.

When directors become aware of the bigger picture, they begin to appreciate the ties of their not-for-profit organization to the wider efforts in their community, sector or industry to find solutions to broad, interconnected issues. New arrangements that transcend single-silo organizations are developing. A board must ask:

- *Who are our different stakeholders? How do they experience us?*
- *Who knows something about this issue or opportunity that we don't know?*
- *What are their needs and expectations? What outcomes are they looking for?*
- *What are the political dimensions of this?*
- *Are we having the right conversations and with the right people in the room?*
- *Who can and will work with us on this?*
- *Who can bring assets and resources?*
- *How do we build capacity of the system, not just of our own organization?*

Beyond understanding and accepting the new shared space, boards can partner with management to re-contextualize organizational goals in this larger whole.

Are we exercising different time perspectives?

In exercising these responsibilities, directors bring hindsight, oversight and foresight to the organization's work, asking:

Hindsight	Oversight	Foresight
<ul style="list-style-type: none">•What was accomplished last year?•What were the results?•What did we learn about how to improve?	<ul style="list-style-type: none">•What is happening in the current year?•What is changing in our environment?•What issues are we encountering that challenge our Plan assumptions?	<ul style="list-style-type: none">•How are our members changing in their needs and expectations of us over time?•How will the organization sustain itself over time?•What are emerging issues in the profession that we need to pay attention to?

While boards should spend time in all three time perspectives – unless there is a crisis, they should particularly focus on foresight. Forces of transformation are reshaping society and the astute board must look ahead and determine what value will be in the future for its stakeholders. When looking at a board agenda, ask whether the balance of time perspectives is right for their organization and circumstances.

What is our organizational stage?

Organizations go through stages as they mature. Typical inflection points drive changes. These include:

- The need for organization of functions rather than everyone wearing multiple hats acting informally
- The need for greater delegation to management
- The need for control where the different parts of the organization need to work better together and so processes must be standardized in order to scale.
- The need to develop and free up people to allow for more autonomy
- The need for scalable and agile systems and readiness to look outside for new opportunities
- The need to partner with other organizations to solve challenges, and
- The need to refocus the expanding organization on its vision and mission.

When a board understands what stage its organization is in, it can identify what needs to shift and better plan for the future.

This roughly corresponds with the development of the board itself from a “hands-on” board to -- in a mature professionally-staffed organization -- one that is focused on strategy and policy. The board steps back from management-like functions that predominated the early years and, as the organization becomes more capable, takes a wider view turning its attention to ensuring long term sustainability and relevance. Different types of board members may be needed at this stage.

Successful organizations, both profit and not-for-profit, align their structures and processes with what will be most effective given their external environment and age and stage. Ultimately, board members must work together to grasp the strategic context within which the organization is positioned -- identifying what elements drive short and long term success, deciding when to buck norms, rethink and reinvent, and when to value the status quo.

ASKING QUESTIONS



It is often said that the main function of a board is to ask the right questions. Asking the right questions creates better dialogue and decision-making.

Christo Norden Powers speaks to the overriding attitude and intention that works best. Questioning is to:

- Clarify
- Find facts
- Understand
- Empower
- Improve the situation, and
- Find out what will work best.

Board members must be able to recognize when questions need to be asked. Sometimes culture can get in the way:

- An unspoken agreement on a comfort level that the board likes to maintain
- A feeling that one may be seen to be criticizing staff if asking for more explanation or probing an assumption, or
- Seeming to go against other directors who appear ready to move on in the agenda.

In fact, the best board members are ones that can be effective right at this juncture!

Phyllis Yaffe is a boardroom leader in Canada and well known in the corporate governance sector. She was the first female CEO of a Canadian publicly traded broadcasting company and made the transition to board chair and lead director through various organizations including Ryerson university, Cineplex, and Torstar Corp. In an article in the July-August 2016 issue of the Director Journal of The Institute of Corporate Directors, Yaffe is talks about the value of questions from balanced, diverse boards:

“That is the hardest thing on a board – asking questions. You come into a room, you don’t know the other people, don’t know the company as well as they do, and it takes a bit of nerve to start asking hard questions.”

And if you don't ask those hard questions, the train moves on. If you have more people with diverse backgrounds willing to ask hard questions, you will have a more effective board. And if you have a more effective board, you have a more effective company."

To stay sharp, directors can ask themselves during a meeting:

- Do I have enough information?
- Do I understand what is going on here?
- Do I understand the implications?
- Are the risks clear to me?
- Does the proposal/information feel right to me?
- Even if it feels OK, how sure am I that it is the correct/ best option?
- How can I fill the gaps so that I can be satisfied?
- If in a year's time this issue comes unstuck, and I have to explain myself, what standard will others have expected of me?
- If this was my money at stake, what would I do?
- What a good director/business leader do?
- What standard of leader do I want it be?
- What is the courageous and right thing to do right now?
- What values are important for me to live by right now?

An Oversight Framework

Here is a tool that can be used to help board members appreciate the oversight process.

To understand its logic, let's remember the original purpose of a board. In the process of incorporation of an organization, directors undersign the corporate entity's intention to work to achieve its stated objects. That is the heart of governance – that undertaking to ensure that the organization's "promise" is fulfilled.

This obligation leads to key questions that boards especially "own." These are about ensuring organizational integrity and follow through on what the organization set out to do. The board is the guarantor, if you like, of best efforts to achieve real results with limited resources.

To make sure that the organization is on the right track to success, board members should ask questions at the outset, when considering a strategy or project, and while things are in progress.

Consider this chart which identifies transitions ideas have to go through to achieve results in the real world:

INTENT	PLANS	ACTION	IMPACT	ROI	STANDARDS	REPUTATION
Purpose and Values	Strategy	Actions - actual	Actual Value created	Wise Use of \$ and People	Compliance and Quality	Reputation
<i>What the organization claims it stands for and pursues</i>	<i>What the organization plans</i>	<i>What actually happened</i>	<i>What difference was made and to whom</i>	<i>Whether resources were used wisely</i>	<i>Whether the effort met standards set by others or internally</i>	<i>How others judge what the organization did</i>

This structure -- from intention through implementation to outcome -- suggests the types of governance questions that can be asked. See the chart that follows on the next page.

Finally, some reminders on tone and style:

- Board members, remember that you don't have to be a subject matter expert to govern well. You can make up for what you lack in knowledge or experience by asking good governance-level questions.
- Never be afraid to ask (or answer) challenging questions. Good questions make better plans and increase the chance that the organization will be more successful.
- Be cool - not hot headed. Ask (and answer) in a way that is serious regarding the issue while being sensitive to people. Don't embarrass anyone; there is no need to criticize. To finish your point, ask an empowering question about how something can be managed or dealt with. Effective leaders help others find the way forward.
- Watch fuzzy language – your own and others. Fuzzy language is non-specific, overly abstract and vague. Ask “what specifically do you mean by...?” Staff, be specific.
- Ask for facts and be careful of “opinions.” Be especially wary of the “tyranny of the anecdote,” a singular incident that shapes opinion, distorts facts, and disrupts the board's normal diligence process.
- Try stepping away from making a point and instead frame it in terms of a question, one that compels others to build a solution and outcome that works.
- Use gentle humour if things get tense or uncomfortable -- sometimes it's just what is needed!

In conclusion, it is not about “us vs them” or “right and wrong” but everyone working together for clarity, to find the facts of the situation so as to understand it, to discover and go forward with what will work best, and to empower those responsible to do their best. If that approach is taken, all egos are “checked at the door.” When you achieve that state, congratulations. Your board is high-performing.

Oversight Framework and Sample Questions

INTENT	PLANS	ACTION	IMPACT	ROI	STANDARDS	REPUTATION
1. Definition of Issue or opportunity?	5. Strategy/ Plan? Alternative options that were considered?	9. Do we need/what should be board oversight on this?	13. What was or will be the measurable Impact on customers, members, clients, staff and on the organization?	17. What were the costs and utilization of resources around this? Reasonable? Did we maximize resources available?	21. Compliance with all external regulations, contracts, agreements etc.?	25. Communication and transparency?
2. What organizational values for us are involved? What wider system values are involved?	6. Do we have sufficient capacity, expertise and support? (Was partnering with others considered?)	10. What priority for leadership does or will this have?	14. What is or has been the organizational development potential? Smarter, more capable for doing new things?	18. What measurements and tracking ... are we/were we able to measure success?	22. Bench-marked targets and results relative to other organizations?	26. Is our message being well received? How do we know?
3. Relevant external trends we should be mindful of?	7. What are other organizations doing vis a vis this issue/opportunity?	11. Are our values, mission, and plans sufficiently understood and supported by key management?	15. What is or will be the impact on our financial health?	19. Actual performance and results? To what extent did we meet our goals for this?	23. Quality Assurance? To standards –our own and/or externally expected?	27. How do stakeholders judge us/see this?
4. Stakeholders' needs, perception and involvement? What do we owe others in terms of our process and intentions?	8. Are plans of appropriate scope and level of effort? Are they practical and feasible?	12. Is sufficient risk mitigation in place?	16. Is there a broader sector/industry/community/ public benefit?	20. Any downsides?	24. Did we gain knowledge that will help us make improvements next time?	28. What follow up or engagement do we now need with others externally?

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