

EVOLVING LEADERSHIP AND GOVERNANCE FORUM

Getting the best out of the relationship between the Chair and Chief Officer in a third sector organisation



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Compiled by Shirley Otto

Getting the best out of the relationship between Chairs and Chief Officers

Introduction

The 'Evolving Leadership and Governance Forum' (the 'Forum') is a collaboration of organisations committed to strengthening leadership and governance in the third sector in Scotland. In 2010 the Forum work programme included running three workshops on key issues. The first Workshop, the 17th March, was on the relationship between a chair and their chief officer. Sixteen chairs and chief officers –often from the same organisation - attended the Workshop, hosted by ACOSVO. The Facilitator was Shirley Otto, a specialist in third sector governance. Prior to the Workshop Shirley circulated a paper summarising key research findings and recommendations.

These guidelines are based on the learning points from the Workshop and the research.

Please note: Members of management committees, trustees of charities and directors of charitable companies are all referred to, in the guidelines, as 'boards' or as 'board members'.

Getting the best out of the relationship

Principles in practice

Trust and mutual respect are essential to the relationship between chairs and their chief officers. Both parties need to support each other and to listen and respond to the other's worries and problems. This may not always be easy or straightforward. The chair and chief officer might not like each other, or alternatively they could be best friends. The relationship has many inherent dilemmas. It requires thoughtful balancing of constructive challenge and sound support; it requires the ability to listen well, empathise, and yet to be 'critical friends', and at times say 'no'. It is a relationship that needs both parties to understand the roles and to stay in-role however persuasive the circumstances to step outside the confines or boundaries.

But what are the roles, especially that of the chair? What can or should they do – or what should they not do?

The role of the chair – expectations and choices

The core business of a chair – according to common law - is the proper operation of meetings, both the conduct and administration. However it is widely assumed that chairs may well carry out other functions and activities. Quite what a chair might do is ideally determined by (i) the time they have available, (ii) their preferences and (iii) what is required by the organisation. Moreover *the roles of chair and chief officer can easily overlap so that it is important that what both 'jobs' fit together and not create confusion or conflict.*

The additional functions carried out by chairs are:

- *Figurehead or ambassador* e.g. taking a lead in public relations and fundraising.
- *Representing the Board* and speaking on behalf of it and/or the organisations
- *Leading in Board meetings* as specialist or key to local networks
- Ensuring *strategic direction* and that the vision is followed

- Actively help the Board *work as a team* by supporting new members, encouraging training and reviewing practice at Away Day.
- Taking *chair's action* (if permitted to do so by the governing document) when, very occasionally, urgent decisions are required between meetings, and then asking for ratification of the decision at the next meeting.
- *Appraising the chief officer*, i.e. either alone or with another member of the board, meet with the chief officer to review their goals and action plans, identify training needs and jointly problem solve.

Chairs **would not** be expected to perform all these functions. Vice-chairs as well as other board members might do some, or indeed many, of them. The chief officer, or members of a senior management team, might also do some tasks.

Is the chair a Leader?

'The chair's role, with regard to his or her fellow trustees, is to act as their leader and spokesperson and represent their view' (ACEVO 2002). Do you agree with this statement?

The chairs of boards have, in law, the same status, in terms of liability, as other board members. What else a chair contributes, apart from running meetings, depends on the culture of the organisation. In recent times the idea of the chair as a *Leader* has gained prominence. An assumption strengthened by the trend for chairs to carrying out the annual appraisals of their chief officer.

What might it mean for a chair to be more than the *leader* at meetings?

- a) Set the board culture, working patterns and tone, e.g. modelling asking pertinent questions and accepting responsibility and accountability
- b) Influencing strategic direction
- c) A figurehead, formally represent the organisation in public
- d) Active in the recruitment and induction of board members.
- e) Boss to the chief officer
- f) Acting on their own initiative in times of uncertainty and potential failure

Chairs and chief officers – coalition or collusion?

Bieber (2003) in his study of governance of independent museums describes the relationship between chairs and chief officers as a 'coalition', and one between equals. This view reflected those of the participants attending the Forum Workshop. It is a partnership of equals who have a shared vision and passion.

The relationship is described as one of peers and professionals, at the strategic level in which both parties act as sounding boards and critical friends, debriefing, advising challenging and supporting. At times the chair may need to act as a 'boss'; at other times the chair could advocate for the chief officer to the board.

Whilst liaison between chair and chief officer is clearly crucial to the link between the board and staff it is not without its difficulties, for example, of collusion or acting as a 'boss' team.

Consider this *case study*.

'The chief officer and chair decide the finance sub-committee needs strengthening. The chief officer recommends inviting an accountant he knows to join the sub-committee. The chair clears the arrangement with the chair of the finance sub-committee and informs the board about it as 'chair's action'.

Amongst the issues in the case study are the proper and improper use of 'chair's action, but fundamental to the case study is that the board, who are liable for any outcomes from these decisions, have been relegated to the position of merely being informed.

How then to get the balance right so that the chair and chief officer work well together and without undermining the role and authority of the Board? Consider these questions,

1. How much more does the chair know, or is told about, issues and events than other board members?
2. What matters are confidential between a chair and chief officer?
3. How often does the chair take 'chair's action' in co-ordination with the chief officer – as opposed to contacting a range of board members?
4. How much more does the chair visit the organisation than other members of the board?

What matters is whether the board knows about, has formally agreed or ratified and reviews, the principles that underpin the partnership between the chair and chief officer.

Communication / co-ordination

Precisely how chairs and chief officers define their roles and interrelationship will depend on them, the board and the circumstances. It is very important that everyone is clear about what to expect of each other, and why. Yet this is not always easy to achieve.

In a study (Otto 2003) about expectations of chairs and chief officers in voluntary, commercial and public sector organisations, participants all talked about ambiguity and conflict in their roles. The chairs mentioned the vagueness of their role, for example, 'the main problem is finding a role for yourself', and difficulties with 'judging when to push your own view and when to facilitate – it is easy for a chair to interfere'. The chief officers said there was confusion about where one role ends and another begins. A chief officer said, 'It is not clear how much power the director (*chief officer*) has ...I take a lot of authority on myself and yet I am aware that I could be tripped up by someone saying 'you have not got the authority to do that' and everything gets unravelled'.

Robust relationships require attention to expectations (both what is, and what is not, expected), i.e. being unambiguous about the boundaries between operations and governance. For example, having an agreed framework for delegation, communication and co-ordination with remits and groundrules.

Fundamental to this framework is preparation for board meetings; it is key to the chief officer's role to ensure the chair has sufficient information and support to conduct meetings - *there should be no surprises!*

Expectations need be realistic, reviewed and open to negotiation if circumstances change. An *Action Learning Set for Chairs* (SHARE 2007) summarised their view of best practice.

- Ideally chairs and chief officers should meet regularly (if not talk on the phone) – the dialogue and communication between them is crucial to a healthy relationship between the board and staff. Keep in touch and have arrangements for being up to date.
- The chair and chief officer relationship should be characterised by respect, an open attitude, avoiding power struggles and not taking difficult situations personally. Be friendly but keep in mind it is a working relationship.
- Be ready to challenge poor behaviour, in private at first, and if the relationships break down consider mediation.

What if the relationship breaks down?

- a) Face up to differences
- b) Have mechanisms for identifying and negotiating differences / conflict – good diagnosis and active listening are vital
- c) Have clear and realistic procedures for complaints and disciplining board members, including the chair
- d) Use third parties and consider mediation
- e) Avoid 'us' and 'them' attitudes
- f) Provide support e.g. mentoring or outside consultancy
- g) Remember to leave room for change
- h) Use action plans and build in regular reviews
- i) Avoid causing people to lose face.

Final reflections

The complexities that underpin the relationship between chairs and chief officers helps explain 'why good and capable people sharing the same commitments often end up frustrated and at cross-purposes' (Paton 2000). It might be added that it is to be celebrated that so many good and capable people do make the relationship work and thereby greatly benefit their organisation, client group and cause.

Resources

ACEVO, (2002). '*Leading the organisation: the relationship between chair and chief executive*' (2nd Edition) (www.acevo.org.uk)

Dorothy Dalton, (2006). '*Good Governance: The Chair's Role*': NCVO (www.ncvo-vol.org.uk/publications)

Eddie Palmer, (Ed) (2000). '*The CHAIR Pack: Chairperson's Aids and Information Resources*': SCVO (www.scvo.org.uk).

'*Governance: essential information for effective trustees*', a magazine for trustees.

www.civilsociety.co.uk/governance.

EVOLVING LEADERSHIP AND GOVERNANCE FORUM

The Evolving Leadership and Governance Forum (the 'Forum') is committed to governance development in the third sector in Scotland. A primary role of the Forum is to share information and highlight guidelines and models of governance that work while overcoming barriers to governance development.

The remit for the Forum is to:

- Advance thinking on governance and issues of governance support and development
- Plan, and implement, a strategic and specific programme of support in response to emerging issues and examples of good practice
- Lead to actions that are demand-led and meet the needs of the sector
- Pilot examples of collaborative practice and joined up working
- Promote active leadership

Pat Armstrong Chief Executive of ACOSVO presently chairs the Forum.

Members of the Forum (as of Spring 2010)

Pat Armstrong of ACOSVO (Association of Chief Officers of Scottish Voluntary Organisations)

Linda Boyes of ACOSVO

George Thompson of VDS (Volunteer Development Scotland)

Jackie Petitqueux of SCVO (Scottish Council for Voluntary Organisations)

Shirley Otto Independent Consultant (Management Development Network)

Kris Von Wald Independent Consultant

Neil McLean of the Social Enterprise Academy

Rod Hunter of SHARE (Scottish Housing Association Resources and Education).

Catriona Reynolds of Arts and Business

Steve Marwick of Evaluation Support Scotland

OSCR and the Scottish Government support the Forum.

References

i - Herbst, K. & Laurance, L. (2002) 'Leading the organisation: the relationship between the chair and chief executive': ACEVO

ii - Bieber, M. (2003) 'Governing independent museums: How trustees and directors exercises their powers', in Cornforth, C. (Ed) 'The Governance of Public and Non-Profit Organisations: What do boards do?': London: Routledge.

iii - Otto, S. (2003) 'Not so very different: a comparison of the roles of chairs of governing bodies and managers in different sectors', from Cornforth, C. (Ed) 'The Governance of Public and Non-Profit Organisations: What do boards do?': London: Routledge.

iv - Paton, R. (2002) 'Effective Governance of Nonprofit Organisations', BNAC: London