

# Boards, Stay Out of the Operational Sandbox.

*Your organization needs an engaged board. It does not need a second management team.*

## If the board is doing management's work, who is doing the board's?

Use this conversation to examine where governance adds value - and where board involvement may be blurring accountability.

### 1 WHERE IS THE BOARD SPENDING ITS TIME?

How much attention goes to purpose, strategy, risk, performance, policy, CEO accountability, and long-term stewardship - and how much goes to operational detail?

### 2 WHICH DECISIONS REQUIRE THE BOARD?

What routinely reaches the board that could be resolved through delegated management authority?

### 3 ARE OUR BOUNDARIES EXPLICIT?

Where are board, chief executive, and staff decision rights clearly understood - and where are they mostly assumed?

### 4 IS THIS INFORMATION OR AUTHORITY?

When directors engage with employees, are they listening to understand organizational reality or giving operational direction?

### 5 HOW DOES THE BOARD CHANGE MODES?

Does the board know when to oversee, mentor, partner, or control - and what conditions justify moving closer to a decision?

### 6 WHO PROTECTS THE BOUNDARY?

How do the chair and chief executive respond when governance discussion begins to slide into management?

## BEFORE YOU LEAVE

One governance responsibility we need to protect

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One operational issue we need to return to management

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One boundary or decision right we need to clarify

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*Listen broadly. Direct narrowly.*